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Clearway Energy Group
1200 Smith Street, Suite 600
Houston, TX 77002

clearwayenergygroup.com



January 20, 2023

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, TX 78711-3326

Re: ***Project No. 14406: EWG Self-Certification Filing for Texas Solar Nova 1, LLC***

Dear Filing Clerk:

Attached please find a Notice of Self-Certification of Exempt Wholesale Generator Status for Texas Solar Nova 1, LLC ("Notice"). This Notice was filed with the Federal Energy Regulatory Commission ("FERC") on January 20, 2023 and is being filed in Project No. 14406 in accordance with the requirements of Section 366.7(a) of FERC's regulations, 18 C.F.R. § 366.7(a).

If you have any questions, please do not hesitate to contact me at 346-293-7088.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gretchen Schott", written over a horizontal line.

Gretchen Schott
Senior Regulatory Counsel
Clearway Energy Group LLC
Tel: 346-293-7088
Email: gretchen.schott@clearwayenergy.com

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

Texas Solar Nova 1, LLC

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Docket No. EG23-____-000

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

Pursuant to Section 366.7(a) of the rules and regulations of the Federal Energy Regulatory Commission (“Commission”)¹ and the Public Utility Holding Company Act of 2005,² Texas Solar Nova 1, LLC (“Texas Solar Nova 1”) hereby submits this notice of self-certification of its status as an exempt wholesale generator (“EWG”), as defined in Section 366.1 of the Commission’s regulations.³

I. COMMUNICATIONS

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

Gretchen Schott
Senior Regulatory Counsel
Clearway Energy Group LLC
1200 Smith Street, Suite 600
Houston, TX 77002
Tel: 346-293-7088
gretchen.schott@clearwayenergy.com

II. PRINCIPAL PLACE OF BUSINESS

The address and principal place of business for Texas Solar Nova 1:

Texas Solar Nova 1, LLC
100 California Street, Suite 400
San Francisco, CA 94111

¹ 18 C.F.R. § 366.7(a).

² 42 U.S.C. §§ 16451-16463 (2018).

³ 18 C.F.R. § 366.1.

III. DESCRIPTION OF TEXAS SOLAR NOVA 1, ITS FACILITIES, AND ITS ACTIVITIES

Texas Solar Nova 1, LLC is a Delaware limited liability company and an indirect, wholly-owned subsidiary of Clearway Energy Group LLC.⁴ Texas Solar Nova 1, LLC will own and operate an approximately 258 MW solar-powered generating facility (the “Facility”) which will be located in Kent County, Texas and will be interconnected to facilities owned by Wind Energy Transmission Texas, LLC (“WETT”) via a 0.5 mile 138 kV generator interconnection line owned by Texas Solar Nova 1. The Facility is currently projected to commence operations in April 2023.

Texas Solar Nova 1 will sell electric energy produced by the Facility exclusively at wholesale. Texas Solar Nova 1 will or may also engage in one or more of the following incidental activities that the Commission has found to be permissible EWG activities:

⁴ All of the membership interests of Clearway Energy Group LLC are owned by GIP III Zephyr Acquisition Partners, L.P. (“Acquisition Partners”). Zephyr Acquisition Holdings, L.P. (“Zephyr Holdings”) owns 100% of the equity interests of Acquisition Partners, and Zephyr Holdings GP, LLC (“Holdings GP”) is the 0% general partner of Acquisition Partners. The membership interests of Zephyr Holdings are owned by GIP III Zephyr Midco Holding, L.P. (“Zephyr Midco”) (50%) and TotalEnergies Renewables USA, LLC (“TotalEnergies Renewables”) (50%), and Holdings GP is the 0% general partner of Zephyr Holdings. All of equity interests of Zephyr Midco and Holdings GP are owned by GIP III Zephyr Acquisition Holdings, L.P. (“Acquisition Holdings”). Acquisition Holdings is controlled by its general partner, Global Infrastructure GP III, LP, which is, in turn, managed by its general partner, Global Infrastructure Investors III, LLC (“Global Infrastructure III”). The sole member of Global Infrastructure III is GIM Participation Fund Holding, L.P. (“GIMP Fund”), which is owned by individuals. The limited partnership interests in Acquisition Holdings are held by Global Infrastructure Partners III-A/B AIV 3, L.P., Global Infrastructure Partners III-C Intermediate AIV 3, L.P., Global Infrastructure Partners III-C2 Intermediate AIV, L.P., GIP III Zephyr F&F LLC, and Global Infrastructure Partners III-C Intermediate AIV 2, L.P. (collectively, the “GIP III Funds”). The limited partnership interests in Acquisition Holdings held by the GIP III Funds are passive interests that do not convey management or operations control and that only convey limited consent rights comparable to those held by passive tax equity investors in AES Creative Resources, Inc., 129 FERC ¶ 61,239 (2009). The GIP III Funds are managed by Global Infrastructure Management, LLC, whose membership interests are owned by Global Infrastructure Management Participation LLC (“GIMP”) (99%) and Global Infrastructure Management Participation 2, LLC (“GIMP2”) (1%). GIMP and GIMP2 are owned by the same individuals who own GIMP Fund. All of the membership interests of TotalEnergies Renewables are owned by TotalEnergies Delaware, Inc., which is a wholly owned subsidiary of TotalEnergies Holdings USA, Inc. (“TotalEnergies Holdings”). TotalEnergies Holdings is a wholly owned subsidiary of TotalEnergies Gestion USA, SARL, which is a wholly owned subsidiary of TotalEnergies. TotalEnergies’ equity interests are publicly traded.

- the sale of ancillary services from the Facility which are incidental to, and by-products of, the Facility's operations as a wholesale power generator;⁵
- the sale of green or renewable power certificates or credits consistent with the Commission's precedent;⁶
- certain project development activities associated with the Facility, which may include but are not necessarily limited to the following activities: due diligence; site investigations; feasibility studies; design and engineering; licensing and permitting; negotiation of asset and land acquisitions and leases; negotiation of contractual commitments with lenders, equity investors, governmental authorities, and other entities and such other activities as may be necessary to financially close; negotiation of power sales contracts; equipment purchases; engineering, construction, interconnection and related matters; submission of bid proposals; and development of financing programs related to owning and/or operating the Facility;⁷
- granting easement rights, or leasing or renting property, to third parties, but to the extent such an arrangement is not reasonably related to Texas Solar Nova 1's wholesale power business and revenues are received above a nominal amount, Texas Solar Nova 1 will, consistent with the Commission's EWG precedent, donate or transfer such monies to a non-affiliated entity;⁸
- entering into agreements related to facilities shared with an affiliated EWG and used in the operation of eligible facilities;⁹

⁵ The ancillary services Texas Solar Nova 1 may sell could include reactive power and voltage support, regulation and frequency response services, load following, energy balancing services, spinning and supplemental reserves, black start capability, and 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).

⁶ *See Madison Windpower, LLC*, 93 FERC ¶ 61,020 (2000). *See also Maple Flats Solar Energy Center LLC*, Notice of Self-Certification of Exempt Wholesale Generator Status at 4-5, Docket No. EG22-136-000 (filed June 7, 2022) (stating that the purchase and resale to a hedge provider of renewable energy credits in amounts equal to an eligible facility's energy output should not violate the exclusivity requirement), *notice of effectiveness*, *Pisgah Ridge Solar LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG22-135-000, et al. (Sept. 19, 2022); *Sherbino I Wind Farm LLC*, Notice of Self-Certification of Exempt Wholesale Generator Status at 4-10, Docket No. EG12-43-000 (Mar. 7, 2012) (stating that the purchase and resale of replacement renewable energy credits to meet fixed supply obligations should not violate the exclusivity requirement), *notice of effectiveness*, *Sherbino I Wind Farm LLC*, Notice of Effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status, Docket Nos. EG12-43-000, et al. (July 12, 2012).

⁷ *See, e.g., Empresa Valley Hermoso, S.A.*, 72 FERC ¶ 61,306 (1995).

⁸ *See, e.g., Duke Energy Hot Spring, LLC*, 98 FERC ¶ 61,287 (2002); *PSEG Fossil, LLC*, 95 FERC ¶ 61,405 (2001); *Killingholme Generation Ltd.*, 90 FERC ¶ 61,194 (2000).

⁹ *See Buffalo Gap Wind Farm 2, LLC*, 118 FERC ¶ 61,069 (2007).

- the trading of emission allowances consistent with the Commission’s limitation that an EWG only engage in such trading so long as the emission allowance were originally obtained in the normal course operating the EWG’s facility;¹⁰
- the purchase and sale of congestion revenue rights that Texas Solar Nova 1 may need for the power sale operations of the Facility;¹¹
- wholesale power marketing, including purchasing and reselling electric energy at wholesale that it has not generated itself;¹² and
- such other activities incidental to the sale of electric energy at wholesale that are consistent with the Commission’s EWG precedent.

IV. REPRESENTATIONS REGARDING EXEMPT WHOLESALE GENERATOR STATUS

Texas Solar Nova 1 makes the following representations in order to demonstrate that it will meet the Commission’s definition of an EWG set forth in Section 366.1 of the Commission’s regulations:¹³

1. The Facility, including interconnection facilities described above in Section III to be owned by Texas Solar Nova 1, will constitute Eligible Facilities¹⁴ because Texas Solar Nova 1 will use the facilities for the generation of electric energy and capacity exclusively for sale at wholesale and includes only those facilities necessary to effectuate a sale of electric energy at wholesale.

2. Texas Solar Nova 1 will be engaged directly and exclusively in the business of owning or operating, or both owning and operating, all or part of one or more Eligible Facilities

¹⁰ See *UGI Development Co.*, 89 FERC ¶61,192 (1999).

¹¹ See *Duquesne Power, LP*, 71 FERC ¶ 61,104(2004).

¹² See *CNG Power Services Corp.*, 71 FERC ¶ 61,378 (1995).

¹³ See 18 C.F.R. § 366.1 (definition of “exempt wholesale generator”). Section 366.1 expressly provides that, for purposes of establishing or determining whether an entity qualifies for EWG status, Sections 32(a)(2) through (4) and Sections 32(b) through (d) of the Public Utility Holding Company Act of 1935, as amended (15 U.S.C. §§ 79z-5a(2)-(4), 79z-5a(b)-(d) (“PUHCA 1935”) shall apply.

¹⁴ In accordance with Section 366.1, the term “Eligible Facilities” has the meaning previously ascribed to it in Section 32(a)(2) of PUHCA 1935.

and selling electric energy at wholesale. The other activities in which Texas Solar Nova 1 will or may engage as described above in Section III will be incidental to Texas Solar Nova 1's wholesale generation business and will not violate the EWG exclusivity requirement, consistent with Commission precedent.

3. The interconnection facilities to be owned by Texas Solar Nova 1 will consist only of those described above in Section III. Such facilities constitute "interconnecting transmission facilities necessary to effect a sale of electric energy at wholesale" as described in Section 32(a)(2) of PUHCA 1935, and will serve only to interconnect the Facility with facilities owned by WETT, and will not comprise or be part of an integrated transmission system.

4. Texas Solar Nova 1 will not sell electricity at retail to any customer.

5. No rate or charge for, or in connection with, the construction of the Facility or for the electric energy produced by the Facility was in effect under the laws of any state as of October 24, 1992. As such, no determination or certification by any state commission is necessary prior to Texas Solar Nova 1 obtaining status as an EWG.

6. No portion of the Facility will be owned or operated by an Electric Utility Company that is an Affiliate or Associate Company of Texas Solar Nova 1 and that is not an EWG.¹⁵

In accordance with Section 366.7(a) of the Commission's regulations,¹⁶ a copy of this notice of self-certification is being concurrently served upon the Public Utility Commission of Texas, which is the state regulatory authority in the state in which the Facility is located.

¹⁵ The terms "Electric Utility Company," "Affiliate," and "Associate Company" have the meanings ascribed to them in Section 366.1 of the Commission's regulations.

¹⁶ 18 C.F.R. § 366.7(a).

IV. CONCLUSION

Based on the foregoing, Texas Solar Nova 1 satisfies the requirements for EWG status under Section 366.7(a) of the Commission's regulations.¹⁷

Respectfully submitted,

Dated: January 20, 2023

/s/Gretchen Schott
Gretchen Schott
Senior Regulatory Counsel
Clearway Energy Group LLC
1200 Smith Street, Suite 600
Houston, TX 77002

On behalf of Texas Solar Nova 1, LLC

¹⁷

Id.

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was served this 20th day of January, 2023 on the Public Utility Commission of Texas.

Dated at Houston, Texas this 20th day of January, 2023.

/s/*Gretchen Schott*
Gretchen Schott