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UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION

Goldthwaite Wind Energy LLC

Docket No. EG13-\_\_-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") rules<sup>1</sup> implementing the Public Utility Holding Company Act of 2005 ("PUHCA 2005"), enacted by the Energy Policy Act of 2005 §§ 1261 *et seq.*,<sup>2</sup> Goldthwaite Wind Energy LLC ("Goldthwaite") 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.<sup>3</sup>

**I. CORRESPONDENCE AND COMMUNICATIONS**

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

Laura V. Szabó  
Dickstein Shapiro LLP  
One Stamford Plaza  
263 Tresser Blvd.  
Stamford, CT 06901  
Tel: (203) 905-4517  
Fax: (203) 621-3239  
SzaboL@dicksteinshapiro.com

Joseph Condo  
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<sup>1</sup> 18 C.F.R. § 366.7(a) and (c)(1).

<sup>2</sup> Pub. L. No. 109-58, 119 Stat. 594 (2005).

<sup>3</sup> 18 C.F.R. § 366.1.

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## **II. DESCRIPTION OF GOLDTHWAITE**

### **A. Goldthwaite's Ownership Structure**

Goldthwaite is a Delaware limited liability company. It is an indirect, wholly-owned subsidiary of Invenergy Investment Company LLC ("Invenergy Investment"), a Delaware limited liability company, which is in the business of developing or acquiring, through subsidiaries, electric generation facilities.<sup>4</sup>

### **B. Goldthwaite's Activities**

#### **1. The Project and Power Sales**

Goldthwaite is developing and plans to construct, own and operate wind-powered electric generation facilities of up to 150 MW (nameplate) that will be located in Mills County, Texas (the "Project"). The Project is estimated to begin generating electricity in September of 2013. Goldthwaite will sell electric energy and capacity exclusively at wholesale.<sup>5</sup>

The Project will be comprised of wind turbine generators and associated facilities and equipment necessary for the generation of power by Goldthwaite at wholesale. The Project will also include radial electric interconnection facilities necessary to effectuate Goldthwaite's wholesale power sales from the Project. The electric interconnection facilities that Goldthwaite will own interests in will consist of collection lines, a collection line substation and related transformers, an approximately 5 mile generator-tie line and related equipment and facilities that Goldthwaite will solely own for its own use so that the Project can interconnect to transmission

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<sup>4</sup> Goldthwaite is currently an indirect wholly-owned subsidiary of Invenergy Investment but in the future Goldthwaite may become an indirect partially-owned subsidiary of Invenergy Investment.

<sup>5</sup> 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). Goldthwaite 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).

LCRA Transmission Services Corporation's transmission system ("LCRA").<sup>6</sup> The Project will be located on land which Goldthwaite owns or that is owned by third-parties but which Goldthwaite has rights to use pursuant to easements or other land use arrangements entered into with such third-parties.

## **2. Potential Incidental Activities**

In connection with developing, owning and operating the Project, Goldthwaite may also engage in the following incidental activities that the Commission has found to be permissible EWG activities:

- sell ancillary services available from the Project which are incidental to, and by-products of, the Project's operations as a wholesale power generator;<sup>7</sup>
- reassign excess transmission capacity consistent with the Commission's requirement that such reassignment of excess transmission capacity be limited to transmission capacity Goldthwaite originally obtained for the purpose of effecting a specific wholesale sale of electric energy;<sup>8</sup>
- purchase and sell congestion revenue rights that Goldthwaite needs for the Project's power sale operations;<sup>9</sup>
- 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 Goldthwaite to operate the Project;<sup>10</sup>

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<sup>6</sup> Goldthwaite may occasionally obtain from third-parties back-up power that Goldthwaite may need for station power use to operate its Project when Goldthwaite is not self-supplying its station power load. Such back-up or station power would be delivered to the Project over the interconnection facilities in which Goldthwaite owns 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).

<sup>7</sup> The ancillary services Goldthwaite may sell could include reactive power and voltage support, regulation and frequency response services, load following, energy balancing services, spinning and supplemental reserves, and blackstart capability, and 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).

<sup>8</sup> *See CNG Power Services Corp.*, 71 FERC ¶ 61,026, at 61,103-04 (1995).

<sup>9</sup> *See Duquesne Power, LP*, 106 FERC ¶ 61,104 (2004).

- 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 Project;<sup>11</sup>
- 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 Project;<sup>12</sup>
- lease or rent property to third parties but to the extent a lease arrangement is not reasonably necessary to Goldthwaite's generation business and a rental fee is received above a nominal amount, Goldthwaite will, consistent with EWG precedent, donate or transfer such rental revenues to a non-affiliated entity;<sup>13</sup>
- engage in project development activities associated with the 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 Project and/or additional electric generation facilities that satisfy the criteria for EWG status;<sup>14</sup> and
- engage in other activities incidental to the sale of electric energy at wholesale that are consistent with the Commission's EWG precedent.

### III. GOLDTHWAITE'S REPRESENTATIONS REGARDING EXEMPT WHOLESALE GENERATOR STATUS

Goldthwaite 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.

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<sup>10</sup> See *Selkirk Cogen Partners, L.P.*, 69 FERC ¶ 61,037, 61,168-69 (1994).

<sup>11</sup> See *UGI Development Co.*, 89 FERC ¶ 61,192 (1999).

<sup>12</sup> See *Madison Windpower, LLC*, 93 FERC ¶ 61,270 (2000).

<sup>13</sup> See, e.g., *Duke Energy Hot Spring, LLC*, 98 FERC ¶61,287 (2002); *PSEG Fossil, LLC, et al.*, 95 FERC ¶ 61,405 (2001).

<sup>14</sup> See, e.g., *Empresa Valley Hermoso, S.A.*, 72 FERC ¶ 61,306 at 62,288 (1995). Goldthwaite 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.

A. Goldthwaite will be engaged directly and exclusively in the business of owning and operating all or part of one or more Eligible Facilities<sup>15</sup> and selling electric energy at wholesale. The Project satisfies the definition of Eligible Facilities. Consistent with the Commission's EWG precedent, activities described in Section II.B.2 above that Goldthwaite may engage in are incidental to the wholesale generation business and will not violate the EWG exclusivity requirement.

B. Goldthwaite does not make any foreign sales of power at retail.

C. Through the interconnection facilities described in Section II.B above, the Project will be interconnected with the transmission system owned by LCRA. The interconnection facilities described herein that will be owned by Goldthwaite are necessary to effectuate its wholesale power sales from the Project.

D. No rate or charge for, or in connection with, the construction of the Project or for electric energy produced by the 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.

G. Except for other EWGs, no portion of the Project will be owned or operated by an Electric Utility Company that is an Affiliate or Associate Company<sup>16</sup> of Goldthwaite.<sup>17</sup>

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<sup>15</sup> Section 366.1 of the Commission's regulations 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 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.

<sup>16</sup> The terms "Electric Utility Company," "Affiliate" and "Associate Company" have the meanings ascribed to them in Section 366.1 of the Commission's regulations.

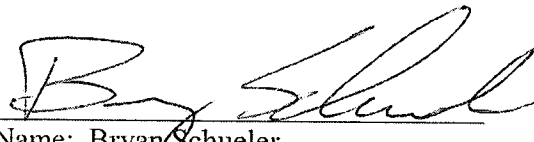
In accordance with Section 366.7(a) of the Commission's regulations,<sup>18</sup> a copy of this notice of self-certification was concurrently served upon the Public Utility Commission of Texas.

#### IV. CONCLUSION

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

Dated: March 7, 2013

Respectfully submitted,



Name: Bryan Schueler

Title: Vice President of Goldthwaite Wind  
Energy LLC



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<sup>17</sup> 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".)

<sup>18</sup> 18 C.F.R. § 366.7(a).

**CERTIFICATE OF SERVICE**

I hereby certify that Goldthwaite Wind Energy LLC's foregoing Notice of Self-Certification of Exempt Wholesale Generator Status was served this 7<sup>th</sup> day of March, 2013, by first-class mail, postage prepaid, upon the following:

Public Utility Commission of Texas  
1701 N. Congress Avenue  
PO Box 13326  
Austin, TX 78711-3326

Laura V. Szabo/jlc  
Laura V. Szabo