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

Corazon Energy Services LLC

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Docket No. EG22-____-000

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

Pursuant to the Public Utility Holding Company Act of 2005 (“PUHCA 2005”)¹ and Section 366.7(a) of the Federal Energy Regulatory Commission’s (“FERC” or the “Commission”) rules of practice and procedure,² Corazon Energy Services LLC (“Corazon Energy Services” or “Applicant”) 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 regulations.³ In support of this Notice Applicant states as follows:

I. CORRESPONDENCE AND COMMUNICATIONS

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

Attn: Legal 18575 Jamboree Road, Suite 850 Irvine, CA 92612 ussp.legal@baywa-re.com	Stephanie Phillips Heather Curlee Wilson Sonsini Goodrich & Rosati, P.C. 701 Fifth Ave, Suite 5100 Seattle, WA 98104 (206) 883-2522 sphillips@wsgr.com hcurlee@wsgr.com
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¹ Pub. L. No. 109-58, 119 Stat. 594, § 1266 (Aug. 8, 2005).

² 18 C.F.R. § 366.7 (2018)

³ 18 C.F.R. § 366.1.

II. DESCRIPTION OF THE APPLICANT

Applicant is a Delaware limited liability company that was formed for the purpose of facilitating the interconnection to the transmission grid as authorized agent for its affiliated generation projects using the same interconnection facilities to transport energy to the ERCOT transmission grid (the “ERCOT Shared Facilities”). Applicant is a wholly-owned subsidiary of BayWa r.e., a leading global renewable energy developer, service provider, distributor and energy solutions provider. The joint shareholders of BayWa r.e. are BayWa AG, a publicly traded company based in Munich, and Energy Infrastructure Partners, a market leader in energy infrastructure investment.

The ERCOT Shared Facilities will be used to interconnect the generation projects owned by Applicant’s affiliate Corazon Energy, LLC, a Delaware limited liability company (“Corazon I”); (2) Corazon Energy II, LLC, a Delaware limited liability company (“Corazon II”); and Guajillo Energy Storage, LLC, a Delaware limited liability company (“Guajillo”) (Corazon I, Corazon II, and Guajillo, collectively, the “Associated EWG Projects”). As the appointed manager of the ERCOT Shared Facilities, among other things, Applicant will cause the ERCOT Shared Facilities to be operated and repaired pursuant to prudent industry practice, applicable laws, the Interconnection Agreements, and the terms and conditions of the associated shared premise agreements and will serve as the “master owner” and single point of contact for communication between the co-tenants, on the one hand, and, on the other hand, ERCOT and the Electric Transmission Texas, LLC (“ETT”).

The Associated EWG Projects include:

- Corazon I, an approximately 200 MW solar generation facility located in Webb County, Texas within the Energy Reliability Council of Texas' ("ERCOT") control area. The Corazon I Project is an EWG.⁴ Corazon I owns the ERCOT Shared Facilities, including a collection substation, a 345 kV transmission line between the collection substation and point of interconnection and other associated facilities, which connect the Corazon I Project to the transmission system owned by ETT and controlled by ERCOT. Management of the ERCOT Shared Facilities by Corazon Energy Services, LLC is necessary for Corazon I to effectuate its wholesale power sales from its generation facility to its wholesale customers.
- Corazon II is also developing an approximately 200 MW solar generation facility in Webb County, Texas within the ERCOT control area. Corazon II owns certain shared premises, including land, necessary for the construction of the ERCOT Shared Facilities. The Corazon II Project is in early-stage development and intends to sell electric energy and capacity exclusively at wholesale. The Corazon II Project will make the appropriate filings for obtaining EWG status. Management of the ERCOT Shared Facilities by Corazon Energy Services, LLC will be necessary for Corazon II to effectuate its wholesale power sales from its generation facility to its wholesale customers.
- Guajillo is developing an approximately 200 MW storage facility in Webb County, Texas within the ERCOT control area. Guajillo owns certain shared premises, including land, necessary for the construction of the ERCOT Shared Facilities. Guajillo intends to sell exclusively sell electric energy and capacity and wholesale and will make the appropriate filings for obtaining EWG status prior to selling electricity. Management of the ERCOT Shared Facilities by Corazon Energy Services, LLC is necessary for Guajillo to effectuate its wholesale power sales from its generation facility to its wholesale customers.

The ERCOT Shared Facilities managed by Applicant are not an integral part of the wholesale transmission system in the area and will serve no purpose other than interconnecting the power generated for wholesale sales by the Associated EWG Projects. As a signatory to the Interconnection Agreements and in its role as the "Dedicated Interconnection Agent" for each of the Associated EWG Projects, Applicant is considered to own all or part of one or more eligible facilities.

⁴ See Notice of Effectiveness of Exempt Wholesale Generators re Blythe Mesa Solar II, LLC et al under EG21-164 et al, FERC Docket No. EG21-165 (Sep. 15, 2021)

III. APPLICANT WILL OPERATE ELIGIBLE FACILITIES AND SATISFY EWG CRITERIA OF SELLING ENERGY AT WHOLESALE

The Commission's regulations define an EWG as "any person engaged directly, or indirectly through one of more affiliates as defined in this sub-chapter, and exclusively in the business of owning or operating, or both owning and operating, all or part of one or more eligible facilities and selling electric energy at wholesale."⁵

Under Section 32(a)(2) of PUHCA 1935, eligible facilities include "interconnecting transmission facilities necessary to effect a sale of electric energy at wholesale."⁶ The ERCOT Shared Facilities – through which the Associated EWG Projects will sell their output – are necessary for the Associated EWG Projects to effect sales of electric energy at wholesale and are themselves eligible facilities within the meaning of PUHCA.⁷ The Commission has determined that a company formed for the purpose of owning and/or operating a radial interconnection transmission line to interconnect affiliated wholesale generating facilities to the transmission grid qualifies as an EWG.⁸ Through its contractual obligation to operate, maintain and manage the ERCOT Shared Facilities for the Associated EWG Projects and serve as Designated

⁵ 18 C.F.R. §§ 366.7 and 366.1.

⁶ 18 C.F.R. § 366.1. 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"), as amended, 15 U.S.C. § 79z-5a(a)(2), which defines the term eligible facilities. Accordingly, the term "Eligible Facilities" as used herein has the meaning ascribed to it in Section 32(a)(2) of PUHCA 1935.

⁷ The Commission has held that interconnection lines are by themselves "eligible facilities" within the meaning of PUHCA and entities that own or operate such facilities can qualify as EWGs. See *Termoelectrica US., LLC and Termoelectrica de Mexicali, S. De R.L. de C.V.*, 102 FERC ¶ 61,019 (2003) ("Termoelectrica"); *Sagebrush, Euro ToyoWest Management LLC*, 103 FERC ¶ 61,332, P 15. (2003) ("Sagebrush").

⁸ See *Sagebrush*, 103 FERC ¶ 61,332, at ¶18 (granting EWG status because "[applicant] has an agency relationship with the generation facility owners by virtue of its Management Agreement governing the operation and maintenance of the [Eligible Facility]. This type of relationship can be the basis for imputing wholesale sales by the generation facility owner to [Application] pursuant to Order No. 550-A. Accordingly, we find that [Applicant] may be deemed to be engaged in sales of electricity at wholesale.")

Interconnection Agent under their governing SGIAs, Applicant is “engaged directly, or indirectly through one or more affiliates as defined in this subchapter, and exclusively in the business of owning or operating, or both owning and operating, all or part of one or more eligible facilities and selling electric energy at wholesale” and therefore meets the requirements of an EWG.⁹ Consistent with precedent, it is appropriate for EWG purposes to impute to Applicant the sales of electric energy at wholesale that will be made by the Associated EWG Projects and grant Applicant’s request for EWG status.

Applicant will submit an informational statement to affirm its commitment to comply with and be bound by the obligations and procedures applicable to electric utilities under section 210 of the FPA.¹⁰

IV. REPRESENTATIONS REGARDING EXEMPT WHOLESALE GENERATOR STATUS

Applicant 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:

1. Applicant will be engaged directly and exclusively in the business of operating all or part of one or more eligible facilities used for selling electric energy at wholesale. Applicant does not engage in direct sales of energy, but imputing the wholesale sales made by the Associated EWG Projects is consistent with the Commission precedent including *Termoelectrica* and *Sagebrush*.¹¹ Based on such imputation, Applicant satisfies the

⁹ See *Sagebrush*, 103 FERC ¶ 61,332, at ¶18 (granting EWG status because “[applicant] has an agency relationship with the generation facility owners by virtue of its Management Agreement governing the operation and maintenance of the [Eligible Facility]. This type of relationship can be the basis for imputing wholesale sales by the generation facility owner to [Application] pursuant to Order No. 550-A. Accordingly, we find that [Applicant] may be deemed to be engaged in sales of electricity at wholesale.”)

¹⁰ See, e.g., Order No. 807, 150 FERC P 61,211, P 73 (2015).

¹¹ See *Termoelectrica*, 102 FERC ¶ 61,019, ¶10; *Sagebrush*, 103 FERC ¶ 61,332, at ¶17; *Wolverine Creek Goshen Interconnection LLC*, 111 FERC ¶ 62,209 (2005).

“selling electricity at wholesale” criterion of the EWG definition. The ERCOT Shared Facilities are “eligible facilities” because they include only those radial interconnecting transmission facilities that are a necessary and integral part of the operation of the Associated EWG Projects and are not an integral part of the wholesale transmission system in the area. The ERCOT Shared Facilities include no transmission or distribution facilities other than interconnection facilities that are necessary to effect the wholesale sale of electric energy from other eligible facilities, consistent with Commission precedent construing the definition of “eligible facility” under Section 32(a)(2) of PUHCA 1935.

2. Applicant does not and will not make sales of power at retail.
3. No rate or charge for, or in connection with, the construction of the ERCOT Shared Facilities was in effect under the laws of any State on October 24, 1992. As such, no determination or certification by a state commission is necessary prior to certification of Nexus as an EWG
4. No portion of the ERCOT Shared Facilities operated by Applicant are owned or operated by an electric utility company that is an affiliate or associate company of Applicant, as defined in section 366.1.
5. There are no leasing arrangements involving the ERCOT Shared Facilities and any public utility company or any affiliate or associate company of any public utility company.
6. Applicant does not receive revenues for any other activities, including leases, licenses, or similar arrangements involving the Facility, that go beyond the core functions of an EWG.¹²

¹² Applicant may engage in development activities incidental to the sale of electric energy at wholesale, consistent with Commission precedent. The Commission’s precedent provides that an EWG may engage in certain activities

V. STATE COMMISSION NOTIFICATION

As required by section 366.7(a) of the Commission's regulations, a copy of this self-certification will be served upon the Public Utility Commission of Texas ("PUCT"), which is the state regulatory authority of the state in which the ERCOT Shared Facilities are located.

VI. CONCLUSION

For the reasons set forth in this notice of self-certification, Corazon Energy Services, LLC satisfies the requirements for EWG status.

Respectfully submitted,

/s/ Stephanie Phillips

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associated with the development and acquisition of as-yet-unidentified "eligible facilities" and/or EWGs, including due diligence, project design review and development, preparation of bid proposals, application for permits and/or regulatory approvals, negotiation of agreements to sell electricity at wholesale, negotiation of contractual commitments with lenders and equity investors, negotiation of contractual commitments with governmental authorities and other project participants, and other such activities as may be required to achieve financial closing on an "eligible facility" and/or EWG. *S. Elec. Wholesale Generators, Inc.*, 66 FERC ¶ 61,264 (1994); *Entergy Power Asia Ltd.*, 67 FERC ¶ 61,342 (1994).