



## Filing Receipt

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

Helena Wind, LLC

)

Docket No. EG21-\_\_\_\_-000

**NOTICE OF SELF-CERTIFICATION OF EXEMPT WHOLESALE GENERATOR  
STATUS OF HELENA WIND, LLC**

Pursuant to the Public Utility Holding Company Act of 2005 (“PUHCA”),<sup>1</sup> and Section 366.7(a) of the regulations of the Federal Energy Regulatory Commission (“FERC” or the “Commission”),<sup>2</sup> Helena Wind, LLC (“Applicant”) hereby submits this Notice of Self-Certification (“Notice”) of its status as an “exempt wholesale generator” (“EWG”). Applicant submits this Notice based on its planned ownership of a 250 MW wind facility located in Bee County, Texas (the “Facility”).<sup>3</sup>

**I. CORRESPONDENCE, COMMUNICATIONS, AND SERVICE**

Applicant requests that all correspondence, communications, and service concerning this Notice be directed to the following persons, and that their names and addresses be placed on the official service list for this proceeding:<sup>4</sup>

Joseph Condo  
General Counsel  
Legal Onshore US  
Helena Wind, LLC  
401 N Michigan Ave., Suite 501  
Chicago, Illinois 60611  
Tel: (312) 330-3187  
jocon@orsted.com

George D. (Chip) Cannon, Jr.  
John M. White  
Akin Gump Strauss Hauer & Feld LLP  
2001 K Street, N.W.  
Washington, DC 20006  
Tel: (202) 887-4000  
ccannon@akingump.com  
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<sup>1</sup> Pub. L. No. 109-58, §§ 1261-77, 119 Stat. 594, 972-78 (2005).

<sup>2</sup> 18 C.F.R. § 366.7(a) (2020).

<sup>3</sup> *Id.* § 366.1.

<sup>4</sup> Applicant requests waiver of 18 C.F.R. § 385.203(b)(3) to the extent necessary to allow each person listed to be included on the official service list for this proceeding.

## **II. DESCRIPTION OF APPLICANT AND THE FACILITY**

Applicant is a Delaware limited liability company with its principal place of business at 401 N Michigan Ave., Suite 501, Chicago, Illinois 60611. Applicant is a wholly-owned, indirect subsidiary of Orsted Onshore North America, LLC.

Applicant's sole business consists of developing, owning, and operating the Facility. The Facility is located in the Electric Reliability Council of Texas balancing authority area and will interconnect with the transmission system owned by AEP Texas Inc. The Facility is expected to start commercial operations in July 2022. Applicant does not own any transmission facilities, other than the limited interconnection facilities necessary to interconnect the Facility to the transmission system.

## **III. SELF-CERTIFICATION OF EWG STATUS**

The Commission's regulations rely on the statutory definition of an EWG, which includes "any person engaged directly, or indirectly . . . 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."<sup>5</sup> The statute specifies that an "eligible facility" is a facility "used for the generation of electric energy exclusively for sale at wholesale" and includes "interconnecting transmission facilities necessary to effect a sale of electric energy at wholesale."<sup>6</sup> Entities may self-certify their status as an EWG by demonstrating that they satisfy this definition.<sup>7</sup>

Consistent with the Commission's regulations, Applicant makes the following representations to certify that it satisfies the requirements for EWG status:

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<sup>5</sup> 18 C.F.R. § 366.1.

<sup>6</sup> 15 U.S.C. § 79z-5a(a)(2). The term "facility" also "shall include a facility the construction of which has not been commenced or completed." *Id.*

<sup>7</sup> 18 C.F.R. § 366.1.

1. Applicant represents that it will be engaged directly and exclusively in the business of owning and operating the Facility.<sup>8</sup> The Facility, as described above, satisfies the definition of “eligible facility” in Section 32(a)(2) of the Public Utility Holding Company Act of 1935, as incorporated by reference in 18 C.F.R. § 366.1, because it will be used for the generation of electric energy exclusively for sale at wholesale.
2. The Facility includes no transmission or distribution facilities other than those interconnecting transmission facilities necessary to permit sales of electric products exclusively at wholesale.
3. Applicant does not and will not make sales of power at retail.
4. No rate or charge for, or in connection with, the construction of the Facility, or for electric energy produced thereby, 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.
5. No portion of the Facility is or will be owned or operated by an “electric utility company” that is an “affiliate” or “associate company” of Applicant that is not itself an EWG, as such terms are defined in Section 366.1 of the Commission’s regulations.<sup>9</sup>
6. There are no existing leasing arrangements involving the Facility and any public utility company or any affiliate or associate company of any public utility company, as those terms are defined in Section 366.1 of the Commission’s regulations.

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<sup>8</sup> As noted herein, Applicant may engage in 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 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).

<sup>9</sup> 18 C.F.R. § 366.1.

7. Applicant may engage in activities the Commission has previously determined to be “incidental” to an EWG’s primary business of owning and/or operating “eligible facilities” and selling electric energy exclusively at wholesale, including, but not necessarily limited to:

- i. Selling or reselling ancillary services and interconnected operations services at wholesale consistent with Commission precedent construing the exclusivity requirements of Section 32 of PUHCA;<sup>10</sup>
- ii. The sale of byproducts of the generation of electric energy for sale at wholesale;<sup>11</sup>
- iii. Reselling or reassigning excess transmission capacity originally obtained to effect a wholesale sale of electric energy;<sup>12</sup>
- iv. The purchase or sale of “green” power certificates or credits associated with power produced by the Facility or other “eligible facilities” owned and/or operated by Applicant;<sup>13</sup>
- v. Sales of spare parts and/or equipment originally acquired in connection with the ownership and operation of the Facility when such spare parts and/or equipment have become excess to Applicant’s needs;<sup>14</sup>
- vi. Engaging in certain project development and financing activities associated with the Facility, such as developing and constructing the Facility and additional generating facilities and other activities that may be required to achieve financial closing on an “eligible facility” or an EWG;<sup>15</sup>
- vii. Entering into agreements relating to facilities to be shared with other entities and used in the operation of “eligible facilities,” as consistent with the Commission’s EWG precedent;<sup>16</sup> and

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<sup>10</sup> See, e.g., *Duke Energy Oakland, LLC*, 83 FERC ¶ 61,304 (1998); *Sithe Framingham LLC*, 83 FERC ¶ 61,106 (1998).

<sup>11</sup> See *Richmond Power Enter., L.P.*, 62 FERC ¶ 61,157 (1993).

<sup>12</sup> See e.g., *id.*; *Compañía Hidroeléctrica Doña Julia S. De R.L.*, 85 FERC ¶ 61,336 (1998).

<sup>13</sup> See *Madison Windpower, LLC*, 93 FERC ¶ 61,270 (2000).

<sup>14</sup> See e.g., *Blue Spruce Energy Ctr., LLC*, 105 FERC ¶ 61,059 (2003).

<sup>15</sup> See e.g., *AEP Res., Project Mgmt. Co.*, 74 FERC ¶ 61,202 (1996); *S. Elec. Wholesale Generators, Inc.*, 66 FERC ¶ 61,264 (1994); *Empresa Valle Hermoso, S.A.*, 72 FERC ¶ 61,306, at 62,288 (1995).

<sup>16</sup> See *Hardee Power Partners, Ltd.*, 104 FERC ¶ 61,327, at P 11 (2003).

- viii. Such other activities incidental to the sale of electric energy at wholesale that are consistent with the Commission's EWG precedent.

#### **IV. SERVICE**

Pursuant to Section 366.7(a) of the Commission's regulations, Applicant is serving a copy of this Notice on the Public Utility Commission of Texas, the state regulatory authority of the state in which the Eligible Facility is located.<sup>17</sup>

#### **V. CONCLUSION**

Based on the foregoing facts, statements and representations, Applicant satisfies the requirements for EWG status.

Respectfully Submitted,

/s/ George D. (Chip) Cannon, Jr.

George D. (Chip) Cannon, Jr.

John M. White

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*Counsel for Helena Wind, LLC*

Dated: January 13, 2021

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<sup>17</sup> 18 C.F.R. § 366.7(a).



Pursuant to PUC SUBSTANTIVE RULE § 25.109

## Registration Form for Power Generation Companies and Self-Generators

### Part A – Type of Registration

#### 1. Type of registration

Check only one of the following.

- |  |   |
|--|---|
| <input type="checkbox"/> New self-generator registration           | <input type="checkbox"/> Amending self-generator registration |
| <input type="checkbox"/> New power generation company registration | <input type="checkbox"/> Amending PGC registration            |
| <input checked="" type="checkbox"/> New EWG/PGC                    |   |

#### 2. Amendments

If filing an amendment, check all applicable boxes and fill in only the sections of this form that are applicable to your amendment:

- |  |  |
|--|--|
| <input type="checkbox"/> Name change amendment       | <input type="checkbox"/> Facility/output capacity change |
| <input type="checkbox"/> Change in ownership/control | <input type="checkbox"/> New generating plant/facility   |
| <input type="checkbox"/> Registration relinquishment | <input type="checkbox"/> Other                           |

Registration number:

Provide an explanation, if necessary:

### Part B - Applicable to Registration of Self-Generators

#### 1. Registering Party

Legal name:

Texas business address:

|       |      |                              |
|-------|------|------------------------------|
| City: | ZIP: | Principal place of business: |
|-------|------|------------------------------|

#### 2. Contact Information (for all communications)

|       |        |
|-------|--------|
| Name: | Title: |
|-------|--------|

Address:

|        |        |      |
|--------|--------|------|
| City:  | State: | ZIP: |
| Email: | Phone: | Fax: |

## Part C - Applicable to Registration of Power Generation Companies

### 1. Registering Party

|   |                               |  |
|---|-------------------------------|--|
| <b>Legal name:</b> Helena Wind, LLC                           | <b>Trade/commercial name:</b> |  |
| <b>Texas business address:</b> 812 San Antonio St., Suite 530 |                               |  |
| <b>City:</b> Austin   | <b>ZIP:</b> 78701             | <b>Principal place of business:</b> 401 N. Michigan Ave., Suite 501, Chicago, IL 60611 |

### 2. Contact Information (for all communications)

|  |                                   |                   |
|--|-----------------------------------|-------------------|
| <b>Name:</b> Rob Keiser                        | <b>Title:</b> VP Asset Management |                   |
| <b>Address:</b> 812 San Antonio St., Suite 530 |                                   |                   |
| <b>City:</b> Austin                            | <b>State:</b> TX                  | <b>ZIP:</b> 78701 |
| <b>Email:</b> robke@orsted.com                 | <b>Phone:</b> 281-229-4539        | <b>Fax:</b>       |

### 3. Names and types of business of the registering party's corporate parent companies with percentages of ownership

| Name (press Enter Key for multiple entries)                         | Types of business                                     | % of ownership                 |
|---|---|--------------------------------|
| Orsted Onshore North America, LLC (f/k/a Lincoln Clean Energy, LLC) | Developer, owner and operator of clean power projects | 100% Owner of Helena Wind, LLC |

### 4. Description of the types of services provided by the registering party that pertain to the generation of electricity

Wholesale generator of power

### 5. Name and corporate relationship of each affiliate that buys and sells electricity at wholesale in Texas, sells electricity at retail in Texas, or is an electric or municipally owned utility in Texas

| Name (press Enter Key for multiple entries) | Corporate relationship |
|---|------------------------|
| Dermott Wind, LLC                           | Affiliate              |
| Sage Draw Wind, LLC                         | Affiliate              |
| Willow Springs Windfarm, LLC                | Affiliate              |
| Lockett Windfarm, LLC                       | Affiliate              |
| Western Trails Wind, LLC                    | Affiliate              |
| Sparta Solar, LLC                           | Affiliate              |

### 6. If applicable, attach to this form any Supplemental Information, as described in the Instructions, labeled "Attachment B8"



**AFFIDAVIT**

*(Must be notarized by a public notary in and for the State of Texas)*

STATE OF TEXAS                    §  
COUNTY OF                        §

BEFORE ME, the undersigned authority, on this day personally appeared the undersigned, who, after being duly sworn, stated on his or her oath that he or she is entitled to make this Affidavit, and that the statements contained below and in the foregoing are true and correct.

Check one of the following boxes:

- ☐ I am an authorized representative of the registering party, which is a **self-generator**.
- ☒ I am an authorized representative of the registering party, which is a **power generation company** and swear that the company:
- (A) Generates electricity that is intended to be sold at wholesale;
  - (B) Does not own a transmission or distribution facility in this state other than an essential interconnecting facility, a facility not dedicated to public use, or a facility otherwise excluded from the definition of "electric utility" under PUC SUBSTANTIVE RULE 25.5; and
  - (C) Does not have a certificated service area.

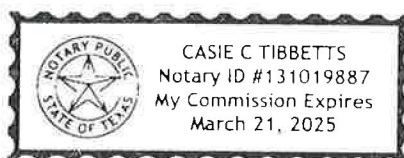
I swear or affirm that I have personal knowledge of the facts stated in the attached registration, that I am competent to testify to them, and that I have the authority to submit this registration form on behalf of the registering party. I further swear or affirm that all statements made in the registration form are true, correct and complete and that any substantial changes in such information will be provided to the Public Utility Commission of Texas in a timely manner. I swear or affirm that the registering party understands and will comply with all requirements of the applicable law and rules.


  
Signature of Authorized Representative

Trevor Sholly  
Printed Name

Helena Wind, LLC  
Name of Registering Party

Sworn and subscribed before me this 20<sup>th</sup> day of April, 2022  
Month Year



  
Notary Public in and for the State of Texas

## Part E— Applicable to all Registering Parties

Provide information for each generating facility. If more room is needed to list all generating facilities, attach additional copies of Part E.

| Generating facility name | Electric storage facility | Physical address of facility   | County of facility | Interconnecting TSP | Power region | Total capacity (MW) | Type of generation* |
|--------------------------|---------------------------|--------------------------------|--------------------|---------------------|--------------|---------------------|---------------------|
| Helena Wind, LLC         | <input type="checkbox"/>  | 10506 CR 124 Mineral, TX 78125 | Bee County         | AEP                 | ERCOT        | 268                 | Wind                |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |
|                          | <input type="checkbox"/>  |                                |                    |                     |              |                     |                     |

\*i.e., biomass, wind, geothermal, fossil fuels, solar, hydro, nuclear, landfill gas