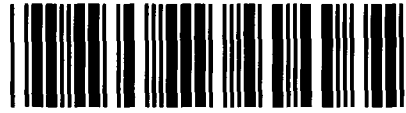


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APPLICATION OF NCP CANADIAN §  
BREAKS HOLDINGS LLC FOR §  
APPROVAL PURSUANT TO §  
SECTION 39.158 OF THE PUBLIC §  
UTILITY REGULATORY ACT §

BEFORE THE  
PUBLIC UTILITY COMMISSION  
OF TEXAS

**JOINT PROPOSED ORDER AND MOTION TO ADMIT EVIDENCE**

NCP Canadian Breaks Holdings LLC, a Delaware limited liability company (hereafter, “NCP Canadian Breaks” or “Applicant”), on behalf of itself and the Public Utility Commission of Texas (“Commission”) Staff (“Staff”) (collectively, the “Parties”) file these Joint Motions to Admit Evidence and Adopt Proposed Order, including findings of fact, conclusions of law, and ordering paragraphs. Pursuant to the procedural schedule established by Order No. 2 in this proceeding, this joint proposed order and motion is timely filed on or before June 28, 2019.

**I. MOTION TO ADMIT EVIDENCE**

The Parties jointly request that the Commission admit the following evidence into the evidentiary record of this proceeding:

1. NCP Canadian Breaks Application and all attachments thereto (the “Application”), filed on April 4, 2019 (AIS Item No. 1); and
2. Commission Staff’s Final Recommendation and all attachments thereto, filed on May 13, 2019 (AIS Item No. 5).

**II. MOTION TO ADOPT PROPOSED ORDER**

The Parties jointly request that the Joint Proposed Order, which is provided as Attachment 1 hereto, be adopted. The Joint Proposed Order would approve NCP Canadian Breaks’ Application for approval pursuant to sections 39.154 and 39.158 of the Public Utility Regulatory Act<sup>1</sup> (PURA) of the issuance of Class A passive tax equity interests in Canadian

<sup>1</sup> Public Utility Regulatory Act, Tex. Util. Code Ann. §§ 11.001-66.016 (PURA).

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Breaks Holdings, LLC (“Canadian Breaks Holdco”) to Siemens Financial Services, Inc. and Antrim Corporation (together, the “Tax Equity Investors”). NCP Canadian Breaks and its affiliates own, directly or indirectly, generation facilities that offer electricity for sale in and capable of delivery to the Electric Reliability Council of Texas, Inc.

The docket was processed in accordance with applicable statutes and Commission rules. Proper notice of the application was provided to interested parties. NCP Canadian Breaks and Commission Staff are the only parties to this proceeding; no one intervened in the proceeding. Commission Staff has reviewed the Application and recommends approval. Therefore, there are no disputed issues.

### III. CONCLUSION

The Parties therefore respectfully request that the Commission admit evidence as specified herein adopt the attached Joint Proposed Order approving the Application, and grant such further relief to which the Parties are entitled.

Respectfully submitted,

By: /s/ Kaushik Ramakrishnan

By: /s/ Rebecca Hays Barho

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**REPRESENTATIVES FOR NCP CANADIAN BREAKS HOLDINGS LLC**



**DOCKET NO. 49419**

<b>APPLICATION OF NCP CANADIAN</b>	<b>§</b>	<b>BEFORE THE</b>
<b>BREAKS HOLDINGS LLC FOR</b>	<b>§</b>	
<b>APPROVAL PURSUANT TO</b>	<b>§</b>	<b>PUBLIC UTILITY COMMISSION</b>
<b>SECTION 39.158 OF THE PUBLIC</b>	<b>§</b>	
<b>UTILITY REGULATORY ACT</b>	<b>§</b>	<b>OF TEXAS</b>

**JOINT PROPOSED ORDER**

This Order addresses the application of NCP Canadian Breaks Holdings LLC (“NCP Canadian Breaks” or “Applicant”) for approval of the issuance of Class A passive tax equity interests in the Canadian Breaks Holdings, LLC (“Canadian Breaks Holdco”) to Siemens Financial Services, Inc. and Antrim Corporation (together, “Tax Equity Investors”). The Commission approves Tax Equity Investors’ acquisition of passive tax equity interests in Canadian Breaks Holdco.

**I. Findings of Fact**

The Commission makes the following findings of fact.

**Applicant and Parties of Interest**

1. NCP Canadian Breaks, a Delaware limited liability company, owns 100% of the membership interests in Canadian Breaks SponsorCo, LLC (“Canadian Breaks SponsorCo”). Canadian Breaks SponsorCo, a Delaware limited liability company, owns 100% of the membership interests in Canadian Breaks Holdings, LLC (“Canadian Breaks Holdco”), a Delaware limited liability company. Canadian Breaks Holdco owns 100% of the membership interests in Canadian Breaks LLC, a Delaware limited liability company. Canadian Breaks LLC is developing and constructing a 210.1 MW wind-powered electric generation facility (the “Project”) that is interconnected to the Electric Reliability Council of Texas, Inc. (“ERCOT”).
2. Tax Equity Investors and their affiliates are owners of equity interests in electric generation facilities in ERCOT.

3. NCP Canadian Breaks and its affiliated entities own direct or indirect interests in generation facilities that are interconnected to ERCOT.
4. Tax Equity Investors and their affiliated entities also own direct or indirect equity interests in generation facilities in adjacent power regions.

**Application**

5. On April 4, 2019, NCP Canadian Breaks filed an Application for approval to issue Class A passive tax equity interests to Tax Equity Investors.
6. Tax Equity Investors will acquire 100% of the Class A passive membership interests in Canadian Breaks HoldCo.
7. NCP Canadian Breaks and its affiliates directly or indirectly own interests in 394.55 MW (nameplate) of installed generation capacity in ERCOT.
8. Applicant, Tax Equity Investors, and their respective affiliates collectively own, directly or indirectly, 1,175.88 MW (nameplate) of installed generation capacity in ERCOT.
9. In its Application, NCP Canadian Breaks assumed that the combined installed generation capacity in generation assets owned by Applicant, Tax Equity Investors, and their respective affiliates in adjacent power regions and capable of delivering power to ERCOT via DC ties is equal to the maximum capacity of the DC ties, which totals 820 MW.
9. In Order No. 2, issued on April 26, 2019, the administrative law judge (“ALJ”) deemed the application sufficient.

**Notice**

10. On April 4, 2019, contemporaneously with the filing of the Application, NCP Canadian Breaks provided notice to Tax Equity Investors.
11. In Order No. 2, issued on April 26, 2019, the ALJ deemed the notice sufficient.

**Evidence**

12. On June 25, 2019, Commission Staff and Applicant filed a motion to admit evidence.
13. In Order No. \_\_, issued on \_\_\_\_, 2019, the ALJ admitted the following evidence into the record of this proceeding: (a) the NCP Canadian Breaks Application and all attachments thereto, filed on April 4, 2019; and (b) Commission Staff's Final Recommendation and all attachments thereto, filed on May 13, 2019.

**Installed Generation Capacity in ERCOT**

14. It is appropriate to use nameplate capacity to calculate the share of installed generation capacity because no data was provided to support actual capacity as provide in 16 Texas Administrative Code ("TAC") § 25.91(f).
15. Upon closing of the transaction, NCP Canadian Breaks and its affiliated entities, either directly or indirectly, will own and control 394.55 MW of installed generation capacity or generation capacity that will be installed within the next 12 months in ERCOT.
16. Upon closing of the transaction, Tax Equity Investors and their affiliated entities, either directly or indirectly, will own and control 1,175.88 MW of installed generation capacity or generation capacity that will be installed within the next 12 months in ERCOT.
17. The combined installed generation capacity in adjacent power regions that is capable of delivering electricity into ERCOT via the DC ties is 820 MW.
18. The total installed generation capacity in or capable of delivering electricity into ERCOT is 89.348 MW.
19. The combined total generation capacity of NCP Canadian Breaks and its affiliated entities, and Tax Equity Investors and their affiliated entities in or capable of delivering electricity into ERCOT will equal approximately 2,390.43 MW, or approximately 2.67% of the installed generation capacity in, or capable of delivery to, ERCOT.
20. After the transaction, the total installed generation capacity located in or capable of delivering electricity into ERCOT owned and controlled by NCP Canadian Breaks and

Tax Equity Investors, and their affiliated entities, will not exceed 20% of the total installed generation capacity in ERCOT.

**Informal Disposition**

21. More than 15 days have passed since the completion of notice provided in this docket.
22. No person filed a protest, motion to intervene, or request for hearing.
23. On May 13, 2019, Commission Staff recommended approval of this Application.
24. This decision is not adverse to any party.

**II. Conclusions of Law**

The Commission makes the following conclusions of law.

1. The Commission has jurisdiction over the proposed transaction under PURA<sup>2</sup> §§ 39.154 and 39.158.
2. Notice of the Application complies with 16 TAC § 22.55.
3. The Commission must approve the transaction unless it finds that the proposed transaction results in a violation of PURA § 39.154.
4. A power generation company may not own and control more than 20 % of the installed generation capacity located in or capable of delivering electricity to a power region under PURA § 39.154.
5. The relevant power region under PURA § 39.154(a) is ERCOT.
6. The analysis performed to determine compliance with the 20 % standard meets the requirements of PURA § 39.154(a) and 16 TAC § 25.401(d)(2).
7. The proposed transaction will not result in a violation of PURA § 39.154 because NCP Canadian Breaks and its affiliated entities, and Tax Equity Investors and its affiliated

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<sup>2</sup> Public Utility Regulatory Act, Tex. Util. Code §§ 11.001-66.016 (“PURA”).



entities, will not own or control more than 20 % of the installed generation capacity located in or capable of delivering electricity into ERCOT.

8. The proposed closing date complies with the 120-day requirement in PURA § 39.158.
9. The Application does not constitute a major rate proceeding as defined in 16 TAC § 22.2(27).
10. The requirements for informal disposition in 16 TAC § 22.35 have been met in this proceeding.

### **III. Ordering Paragraphs**

In accordance with these findings of fact and conclusions of law, the Commission issues the following orders:

1. The Commission approves Tax Equity Investors' acquisition of Class A passive membership interests in Canadian Breaks HoldCo.
2. The Commission denies all other motions and any other requests for general or specific relief, if not expressly granted.

**Signed at Austin, Texas the \_\_ day of \_\_\_\_\_, 2019.**

#### **PUBLIC UTILITY COMMISSION OF TEXAS**

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**DEANN T. WALKER, CHAIRMAN**

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**ARTHUR C. D'ANDREA, COMMISSIONER**

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**SHELLY BOTKIN, COMMISSIONER**