



Filing Receipt

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Public Utility Commission of Texas
1701 N. Congress Avenue or P.O. Box 13326
Austin, Texas 78711-3326
512-936-7000
Web address: www.puc.texas.gov

Registration and Re-registration Form for Power Generation Companies (PGC) and Self-Generators

(In accordance with 16 Texas Administrative Code (TAC) § 25.109)

Part A – Type of Registration Applicable to Every Registrant

1. Type of registration

Check only one of the following.

- | | |
|--|---|
| <input type="checkbox"/> New power generation company (PGC) registration | <input type="checkbox"/> New self-generator registration |
| <input checked="" type="checkbox"/> Amendment of PGC registration | <input type="checkbox"/> Amendment of self-generator registration |
| <input type="checkbox"/> PGC re-registration | <input type="checkbox"/> Self-generator re-registration |
| <input type="checkbox"/> PGC compliance update | <input type="checkbox"/> Self-generator compliance update |

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 checked="" type="checkbox"/> Change in ownership/control | <input type="checkbox"/> New generating facility or unit of a current facility |
| <input type="checkbox"/> Registration relinquishment | <input checked="" type="checkbox"/> Other |

Registration number: 20482

Provide a brief explanation of amendment:

Update of contacts and change in ownership/control.

3. Biannual renewal of registration – This box is not applicable until February 2024.

If filing a re-registration, fill in the box below if the registrant's information has not changed from the previous registration.

- ☐ No information has changed from the previous registration. The Affidavit is required to be completed and filed if this box is checked.

4. Compliance with Project No. 52796 – PGCs and self-generators already registered on, or that applied for registration before, April 26, 2023, must complete this box to come into compliance with 16 Texas Administrative Code (TAC) § 25.109 on or before June 1, 2023.

If filing a compliance update, provide the registrant's registration number and check the box below once the form has been completed.

Registration number: _____

☐ Registrant has completed the entire form, as applicable to its type of registration.

Part B – Registration Information Applicable to Every Registrant

1. Registrant

Legal business name: Blue Cloud Wind Energy LLC

Business address: 700 Louisiana St. St 1300

City: Houston	State: TX	ZIP: 77002
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Business email: kendra_fergusson@tcenergy.com	Business phone: 587-933-4884
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Physical address (i.e. not a P.O. box), if different than business address. If the physical address is the same as the business address, enter "N/A". A single physical address provided under this section may be used for the Primary and Secondary Emergency Contacts , as required by 16 TAC §25.109(c)(1)(B).

1901 County Road 227

City: Sudan	State: TX	ZIP: 79371
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2. Primary Emergency Contact Information

Name: David Arendol	Title: Portfolio Asset Manager
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Business address: 1901 County Road 227

City: Sudan	State: TX	ZIP: 79371
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Email: dar@peak-wind.com	Phone: 646-847-5474
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3. Secondary Emergency Contact Information

Name: Trevor Gelinis	Title: VP Power Operations
-----------------------------	-----------------------------------

Business address: 450 - 1st Street SW

City: Calgary	State: Alberta	ZIP: T2P 5H1
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Email: trevor_gelinis@tcenergy.com	Phone: 403-920-6484
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4. Regulatory Contact Information

Name: Matt Davies	Title: Compliance Manager
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Email: matt_davies@tcenergy.com	Phone: 403.815.3346
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Check the relevant box below indicating whether the registrant's regulatory contact is an internal staff member of the registrant.

☒ Yes, the registrant's regulatory contact is an internal staff member of the registrant.

☐ No, the registrant's regulatory contact is not an internal staff member of the registrant.

5. Description of the types of services provided by the registrant that relate to the generation of electricity

Wind generation facility producing electricity and associated products and RECs intended to be sold at wholesale.

6. For qualified facilities and exempt wholesale generators, provide as an attachment a copy of any Federal Energy Regulatory Commission (FERC) registrations

- ☐ Registrant is a qualified facility and has attached a copy of a FERC registration.
- ☒ Registrant is an exempt wholesale generator and has attached a copy of a FERC registration.
- ☐ Registrant is not a qualified facility or exempt wholesale generator.

Part C - Applicable to Registration of Power Generation Companies

7. Names and, if applicable, the Commission registration of the registrant's corporate parent companies (if parent company does not have a Commission registration then mark "N/A") (add additional pages as attachments as necessary)

Names of Corporate Parent: Please see attached.	Type of Commission registration (if applicable):
Names of Corporate Parent:	Type of Commission registration (if applicable):
Names of Corporate Parent:	Type of Commission registration (if applicable):

8. Names of the registrant's affiliates and affiliates of the registrant's corporate parent identified by name that buy and sell electricity at wholesale in Texas, sell electricity at retail in Texas, or is an electric cooperative or municipally owned utility in Texas (add additional pages as attachments as necessary)

Affiliate Name: TC Energy Marketing, Inc	Type of Commission registration (if applicable): Power Marketer
Affiliate Name: Fluvanna Wind Energy, LLC	Type of Commission registration (if applicable): Power Generator
Affiliate Name:	Type of Commission registration (if applicable):

9. Interchange Project Number where registrant's Emergency Operation Plan is filed and Item Number of filing

Project Number: 53385

Item Number: 259

AFFIDAVIT

(Must be notarized by a public notary)

STATE OF Texas

§

COUNTY OF Harris

§

§

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 registrant, which is a **self-generator** and swear and affirm that either:

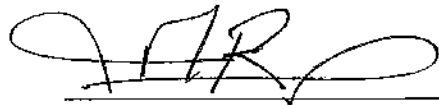
- ◆ (A) the company
 - (i) is not a power generation company; and
 - (ii) does not intend to generate electricity intended to be sold at wholesale; or
- (B) if the company is a QF
 - (i) the company either does not sell electricity; or
 - (ii) provides electricity only to the purchaser of the facility's thermal output.

☒ I am an authorized representative of the registrant, which is a **power generation company** and swear and affirm 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 16 Texas Administrative Code § 25.5; and
- (C) Does not have a certificated service area.

I swear and affirm that I have personal knowledge that none of registrant's principals (1) were principals of a Commission-regulated person whose license was revoked by Commission order when the person was principal, (2) were principals of any party registered with the Electric Reliability Council of Texas (ERCOT) whose standard form market participant agreement (SFA) was terminated by ERCOT for misconduct within the prior six months of when they were a principal, or (3) are otherwise prohibited by Commission order from acting as a principal of a Commission-regulated entity.

I swear and 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 registrant. I further swear and 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 and affirm that the registrant understands and will comply with all requirements of the applicable law and rules.



Signature of Authorized Representative

RACHID MEDAKHRI

Printed Name

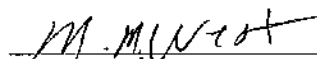
Sworn and subscribed before me this

22 of February, 2024

Day

Month

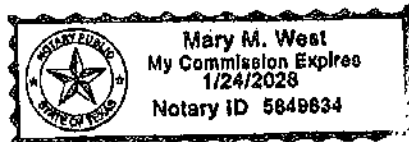
Year



Notary Public Signature

Notary Public in and for the State of TX

Name of Registrant



Part E – Applicable to Every Registrant

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

All Registrants							Self-Generators Only
Generating Unit's Name	Physical Address of Unit	County of Unit	Interconnecting Transmission Service Provider	Power Region	Total Capacity Rating in MW	Type(s) of Generation*	MW Consumption of Co-Located Load
Blue Cloud Wind Energy, LLC	1901 County Road 227, Sudan, TX 79871	Bailey	Southwestern Public Service Company	SPP	148.35	Wind	

*i.e., biomass, wind, geothermal, solar, hydro, nuclear, landfill gas, energy storage, hydrogen, diesel, coal, natural gas, other (provide an explanation)

Registration and Re-registration Form for Power Generation Companies (PGC) and Self-Generators

Attachment #2

Part C – Application to Registration of Power Generation Companies

7. Names, types of business, percentage of ownership, and Commission registration type of the registrant's corporate parent companies (if parent company does not have a Commission registration, then mark "N/A")

Name of Corporate Parent:	Type of Business:	Percentage of Ownership:	Type of Commission registration:
Blue Cloud Wind Energy, LLC	Limited Liability	100%	N/A
Blue Cloud TE Partnership	Limited liability company	100%	N/A
TCE Needmore Wind LLC	Limited liability company	100%	N/A
TC Energy Wind LLC	Limited liability company	100%	N/A
TC Energy Development Holdings Inc.	Corporation	100%	N/A
TransCanada Pipeline USA Ltd.	Corporation	100%	N/A
TransCanada PipeLines Limited	Corporation	100%	N/A
TC Energy Corporation	Corporation	100%	N/A



August 14, 2018

Norton Rose Fulbright US LLP
799 9th Street, NW
Suite 1000
Washington, DC 20001
United States

Via Electronic Filing

Secretary Kimberly D. Bose
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

Tel +1 202 662-0200
nortonrosefulbright.com

Re: *Blue Cloud Wind Energy, LLC*, Docket No. EG18- __ -000

Dear Secretary Bose,

Please find enclosed a Notice of Self-Certification of Exempt Wholesale Generator Status for Blue Cloud Wind Energy, LLC. A copy of this filing has been mailed on this date to the Public Utility Commission of Texas per the requirements of Section 366.7(a) of the Commission's regulations (18 C.F.R. § 366.7(a) (2018)).

Please contact the undersigned if you have any questions regarding this notice.

Respectfully submitted,

/s/ Caileen Gamache
Caileen Gamache
Norton Rose Fulbright US LLP
799 9th Street, NW
Suite 1000
Washington, D.C. 20001
Tel: (202) 974-5671
caileen.gamache@nortonrosefulbright.com

Counsel for Blue Cloud Wind Energy, LLC

Enclosure
cc: Public Utility Commission of Texas

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

Blue Cloud Wind Energy, LLC

)

Docket No. EG18-____-000

**NOTICE OF SELF-CERTIFICATION OF
EXEMPT WHOLESALE GENERATOR STATUS
OF BLUE CLOUD WIND ENERGY, LLC**

Pursuant to the Public Utility Holding Company Act of 2005 (“PUHCA”)¹ and Section 366.7 of the Federal Energy Regulatory Commission’s (“Commission”) regulations,² Blue Cloud Wind Energy, LLC (“Blue Cloud”) submits this Notice of Self-Certification of Exempt Wholesale Generator Status (“Notice”). This Notice demonstrates that Blue Cloud satisfies the Commission’s requirements to be an exempt wholesale generator (“EWG”) as such term is defined in Section 366.1 of the Commission’s regulations.³

I. COMMUNICATIONS

All correspondence and communications regarding this Notice should be addressed and directed to the following persons:⁴

¹ Pub. L. No. 109-58, 119 Stat. 594, § 1266 (Aug. 8, 2005); 42 U.S.C. §§ 16451, *et seq.*

² 18 C.F.R. § 366.7 (2018).

³ *Id.* at § 366.1.

⁴ Persons noted with an asterisk (*) are designated for service and should be included on the official service list in this proceeding. To the extent necessary, Blue Cloud requests waiver of Rule 203(b)(3) of the Commission’s regulations so that a copy of any communications in this proceeding may be served on all such persons.

Niels Brorson*
Blue Cloud Wind Energy, LLC
c/o Intertrust Corporate Services
Delaware Ltd.
200 Bellevue Parkway
Suite 210
Wilmington, DE 19809
Phone: +45 28188851
nwb@cip.dk

Caileen Gamache*
Jacob Yaniero*
Norton Rose Fulbright US LLP
799 9th Street, NW
Suite 1000
Washington, DC 20001
Phone: 202-662-0200
caileen.gamache@nortonrosefulbright.com
jacob.yaniero@nortonrosefulbright.com

Christopher Glimco*
Blue Cloud Wind Energy, LLC
c/o E.ON Energy Services, LLC
353 N. Clark St., 30th Floor
Chicago, IL 60654
christopher.glimco@eon.com

II. DESCRIPTION OF BLUE CLOUD WIND ENERGY, LLC

Blue Cloud is a Delaware limited liability company that is developing and will own and operate an approximately 148.35 MW wind-powered electric generating facility located in Lamb County and Bailey County, Texas (the “Facility”). The Facility will be interconnected with Southwestern Public Service Company within the Southwest Power Pool, Inc. (“SPP”) balancing authority area (“BAA”) and all of the Facility’s output will be sold at wholesale within the SPP BAA. The Facility is currently expected to achieve commercial operation in December, 2018.

Blue Cloud is owned 100% by Blue Cloud TE Partnership LLC, an indirect subsidiary of Copenhagen Infrastructure Partners, a fund management company specialized in investing in energy infrastructure.

III. SELF CERTIFICATION OF EWG STATUS

The Commission’s regulations define an EWG as “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.”⁵ An entity may self-certify its status as an EWG by demonstrating that it satisfies this definition.⁶ Consistent with the Commission’s regulations, Blue Cloud makes the following representations to certify that it satisfies the criteria for EWG status:

1. Blue Cloud 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” and selling electric energy at wholesale.⁷
2. The Facility will satisfy the definition of an “eligible facility” because it will be used for the generation of electric energy exclusively for sale at wholesale. Blue Cloud will not own any transmission facilities other than those interconnection facilities that are necessary to effect the wholesale sale of electric energy from the Facility, consistent with Commission precedent construing the definition of “eligible facility” under Section 32(a)(2) of PUHCA 1935.

⁵ 18 C.F.R. § 366.1 (2018). This Section incorporates Sections 32(a)(2) through (4), and Sections 32(b) through (d) of the Public Utility Holding Company Act of 1935, 15 U.S.C. §§ 79z-5a(a)(2)-(4), 79z-5b(b)-(d) (“PUHCA 1935”), for purposes of establishing or determining whether an entity qualifies for EWG status.

⁶ *Id.* at § 366.7.

⁷ Consistent with the Commission’s precedent, Blue Cloud may engage in certain other activities incidental to the wholesale sale of electricity from the Facility, including the sale of ancillary services (*see, e.g., Sithe Framingham, LLC*, 83 FERC ¶ 61,106 (1998)); the sale of renewable energy credits (*see, e.g., Madison Windpower, LLC*, 93 FERC ¶ 61,270 (2000)); and other activities associated with the development of eligible facilities and/or EWGs, including project design review and development, application for permits and/or regulatory approvals, negotiation of agreements to sell electricity at wholesale, negotiation of contractual commitments with lenders and equity investors, and other such activities as may be required to achieve financial closing on an eligible facility and/or EWG (*see, e.g., Southern Elec. Wholesale Generators, Inc.*, 66 FERC ¶ 61,264 (1994); *Entergy Power Asia Ltd.*, 67 FERC ¶ 61,342 (1994)).

3. 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 and, therefore, no State determination is required.
4. No portion of the Facility will be owned or operated by a “public-utility company” that is an “affiliate” or “associate company” of Blue Cloud as those terms are defined in the Commission’s regulations.⁸

A copy of this submission has been mailed on this date to the Public Utility Commission of Texas per the requirements of Section 366.7(a) of the Commission’s regulations.⁹

IV. CONCLUSION

Wherefore, based on the facts, representations and statements above, Blue Cloud requests that the Commission accept this Notice of Self-Certification of Exempt Wholesale Generator Status.

Respectfully submitted,

/s/ Caileen Gamache

Caileen Gamache

Jacob Yaniero

Norton Rose Fulbright US LLP

Counsel for Blue Cloud Wind Energy, LLC

Dated: August 14, 2018

⁸ The terms “public-utility company,” “affiliate,” and “associate company” are defined in 18 C.F.R. § 366.1 (2018).

⁹ 18 C.F.R. § 366.7(a) (2018).

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Notice of Self-Certification of Exempt Wholesale Generator Status of Blue Cloud Wind Energy, LLC was served on August 14, 2018, upon the following:

Public Utility Commission of Texas
1701 N. Congress Avenue
Austin, TX 78701

Signed:

/s/ Jacob Yaniero
Jacob Yaniero
Norton Rose Fulbright US LLP



October 5, 2018

Norton Rose Fulbright US LLP
1200 New Hampshire Avenue, NW
Washington, DC 20036
United States

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nortonrosefulbright.com

Via eTariff Filing

Secretary Kimberly D. Bose
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: *Blue Cloud Wind Energy, LLC, Docket No. ER19-__-000*
Petition for Acceptance of Initial Market-Based Rate Tariff and for Certain
Waivers, Blanket Authorization, Expedited Action, and Limited Confidential
Treatment**

Dear Secretary Bose,

Please find attached the Petition for Acceptance of Initial Market-Based Rate Tariff and for Certain Waivers, Blanket Authorization, Expedited Action, and Limited Confidential Treatment ("Petition") of Blue Cloud Wind Energy, LLC ("Blue Cloud") pursuant to Section 205 of the Federal Power Act¹ and the Commission's implementing regulations.² Blue Cloud respectfully requests that the Commission issue an order accepting its initial tariff, FERC Electric Tariff No. 1 no later than ***November 19, 2018*** and assign the tariff an effective date of ***October 28, 2018***.

Please contact the undersigned if you have any questions with respect to this filing.

Respectfully submitted,

/s/ Caileen Gamache
Caileen Gamache
Jacob Yaniero
Counsel for Blue Cloud Wind Energy, LLC

Enclosures

¹ 16 U.S.C. § 824d (2016).

² 18 C.F.R. Part 35 (2018).

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October 9, 2018

Via eFiling

Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: Blue Cloud Wind Energy, LLC et al., Docket No. EC19-____-000;
Joint Application for Authorization under Section 203 of the Federal
Power Act, Request for Waivers, Confidential Treatment, and
Expedited Consideration**

Dear Secretary Bose:

Pursuant to Section 203 of the Federal Power Act and Part 33 of the regulations of the Federal Energy Regulatory Commission ("Commission"), Blue Cloud Wind Energy, LLC ("Blue Cloud Wind"), Blue Cloud TE Partnership LLC, Sponsor Blue Cloud HoldCo LLC, and MidAmerican Wind Tax Equity Holdings, LLC ("Applicants") request authorization for the indirect change in control of Blue Cloud Wind as further described herein. Applicants also requests confidential treatment for Exhibit I to the Application, pursuant to Section 388.112 of the Commission's regulations. Applicants request that the Commission establish a shortened comment period of twenty-one (21) days for this Application, and that the Commission issue an order authorizing the Proposed Transaction by November 27, 2018 to support the closing of the Proposed Transaction consistent with the requirements of federal tax law.

If you have any questions regarding the Application, please contact the undersigned.

Respectfully submitted,



William R. Hollaway, Ph.D.
David H. Glanton
GIBSON DUNN & CRUTCHER, LLC

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Blue Cloud Wind Energy, LLC) Docket No. EC19-__-000
Blue Cloud TE Partnership LLC)
Sponsor Blue Cloud HoldCo LLC)
MidAmerican Wind Tax Equity Holdings, LLC)

JOINT APPLICATION FOR AUTHORIZATION
UNDER SECTION 203 OF THE FEDERAL POWER ACT,
REQUEST FOR WAIVERS, CONFIDENTIAL TREATMENT,
AND EXPEDITED CONSIDERATION

Pursuant to Section 203 of the Federal Power Act (“FPA”),¹ and Part 33 of the regulations of the Federal Energy Regulatory Commission (the “Commission”),² Blue Cloud Wind Energy, LLC (“Blue Cloud Wind”), Blue Cloud TE Partnership LLC (“BC Partnership”), Sponsor Blue Cloud HoldCo LLC (“BC HoldCo,” and together with BC Partnership, the “BC Applicants”), and MidAmerican Wind Tax Equity Holdings, LLC (“MidAmerican Wind Tax Equity,” and together with the BC Applicants, “Applicants”) hereby submit this application (“Application”) for the Commission’s approval of a transaction (the “Proposed Transaction”) in which MidAmerican Wind Tax Equity will acquire from the BC Applicants passive tax equity interests³ in Blue Cloud Wind. BC Partnership currently owns 100 percent of the membership interests in Blue Cloud Wind. Pursuant to the Proposed Transaction, BC HoldCo will cause BC

¹ 16 U.S.C. §§ 824b(a)(1), 824b(a)(2) (2012).

² 18 C.F.R. Pt. 33 (2014).

³ Because the Proposed Transaction involves the transfer of passive tax equity interests that do not confer rights to control any public utility or any jurisdictional facilities, authorization under FPA Section 203 may not be required for the Proposed Transaction. *See Ad Hoc Renewable Energy Financing Group*, 161 FERC ¶ 61,010 (2017) (“*Ad Hoc Renewable*”); *see also FPA Section 203 Supplemental Policy Statement*, 120 FERC ¶ 61,060 at P 54 (2007) (“*Supplemental Policy Statement*”). However, out of an abundance of caution and in the interest of obtaining prompt approval of the Proposed Transaction, without prejudice to whether Applicants are subject to future regulatory treatment or jurisdiction, Applicants nonetheless consent to the Commission’s jurisdiction under FPA Section 203(a)(1) for the limited purposes of the Proposed Transaction. *See e.g., Southern Co.*, 92 FERC ¶ 62,260 (2000); *National Elec. Associates Ltd. P’ship*, 80 FERC ¶ 62,116, n.2 (1997).

Partnership to issue to MidAmerican Wind Tax Equity passive Class A tax equity membership interests in BC Partnership in exchange for MidAmerican Wind Tax Equity's contribution of funds in connection with the construction of a 148.35-megawatt ("MW") wind facility in Lamb County and Bailey County, Texas to be constructed, owned and operated by Blue Cloud Wind.

Applicants request (i) a 21-day comment period and expedited consideration of this Application, (ii) waivers of certain informational requirements set out in Part 33 of the Commission's regulations as further described herein, and (iii) that the Commission issue an order authorizing the Proposed Transaction no later than 28 days after the conclusion of the 21-day comment period, by November 27, 2018. The prompt consummation of the Proposed Transaction is required to comply with the requirements of federal tax law and to obtain the tax benefits that underlie the tax equity funding in this Proposed Transaction. The Proposed Transaction is expected to close on or around the date of commercial operation of the Blue Cloud Wind Facility, which is expected to occur on or around December 1, 2018.

As explained below, the Proposed Transaction does not raise any rate, regulation, or cross-subsidization issues. The Application does not require an Appendix A analysis, because the combined generation of the Applicants in the relevant market following the Proposed Transaction is demonstrably *de minimis*. Therefore, the Proposed Transaction does not raise any market power concerns. Accordingly, Applicants request that the Commission expeditiously approve the Proposed Transaction.⁴ Applicants further request, as described below, confidential treatment of certain information and Exhibits.

As demonstrated herein, the Proposed Transaction satisfies the requirements of Section 203 of the FPA and Part 33 of the Commission's regulations. The Proposed Transaction is

⁴ 16 U.S.C. § 824b(a)(4).

consistent with the public interest and will not result in cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company.

I. DESCRIPTION OF APPLICANTS AND OTHER RELEVANT ENTITIES

A. Blue Cloud Wind

Blue Cloud Wind is a Delaware limited liability company and a wholly owned subsidiary of BC Partnership. Blue Cloud Wind is constructing, and will own and operate, an approximately 148.35 MW wind generating facility (the “Blue Cloud Wind Facility”) located in Lamb and Bailey County, Texas, within the Southwest Power Pool, Inc. (“SPP”) balancing authority area (“BAA”). The Blue Cloud Wind Facility is under construction and is expected to begin generating test power during the early fourth quarter of 2018 and start commercial operation on or around December 1, 2018. When completed, the Blue Cloud Wind Facility will include 43 Vestas V126 GS - 3.45MW wind turbines and related real property, as well as other equipment necessary to interconnect the Facility to the 230 kV Needmore switching station, owned by Southwest Public Service Company, a transmission owning utility within SPP that is a wholly owned subsidiary of Xcel Energy Inc. Blue Cloud is an exempt wholesale generator⁵ and it has applied for Commission authorization under Section 205 of the FPA to sell electric energy at market based rates, which is currently pending in Docket No. ER19-59-000.⁶

B. Blue Cloud Wind and Affiliates

Blue Cloud Wind is a direct subsidiary of BC Partnership, a Delaware limited liability company. BC Partnership is a direct, wholly-owned subsidiary of BC HoldCo, which is a direct,

⁵ See *Blue Cloud Wind Energy, LLC*, Docket No. EG18-121-000 (filed August 14, 2018).

⁶ *Blue Cloud Wind Energy, LLC*, Docket No. ER19-59-000 (filed Oct. 5, 2018).

wholly-owned subsidiary of CI-II Blue Cloud Holding LLC. CI-II Blue Cloud Holding LLC is held 31.55% by CI-II Blue Cloud Non-QFPP Inc. ("BC Non-QFPP") and 68.25% by CI-II Blue Cloud QFPP LLC ("BC QFPP").⁷ Each of BC Non-QFPP and BC QFPP are subsidiaries of investment funds in the form of Danish limited partnerships (collectively "CI II") managed by Copenhagen Infrastructure Partners II P/S ("CIP"), a Danish fund management company licensed by the Danish Financial Services Authority.⁸ The general partner of CI II is Copenhagen Infrastructure II GP ApS ("CIP GP").

CIP and CIP GP are ultimately owned 100% by five senior partners: Jakob Barüel Poulsen, Torsten Lodberg Smed, Rune Bro Róin, Christian Skakkebæk and Christina Grumstrup Sørensen, each of which ultimately holds 20% of the interests in each of CIP and CIP GP, and none of which holds direct or indirect interests of 10% or more in any generation, transmission, or inputs to energy markets other than Blue Cloud Wind in any jurisdictional markets.

The limited partners of CI II consist of 19 institutional investors comprised of pension companies, insurance companies, family offices, and asset/fund managers. PensionDanmark, a Danish pension fund, holds 27.3% of the combined limited partnership interests in CI II, and Kommunal Landspensjonskasse Gjendidig Forsikringsselskap ("KLP"), a Norwegian pension fund, holds 10.3% of the combined limited partnership interests in CI II. All of the limited partners hold passive, non-managing interests governed by Dutch contracts consistent with typical passive limited partners in private equity funds governed by US law.⁹ The limited partnership agreements governing the CI II partnerships state that CIP as investment manager

⁷ An entity called Blue Cloud CIV II Inc. holds the remaining 0.20% interests.

⁸ To confirm, none of the intermediary upstream owners who directly or indirectly hold ten percent or more of Non-QFPP, QFPP or CIV are otherwise engaged in the energy industry or otherwise own or control ten percent or more of any other operating electric industry assets or other inputs to power production.

⁹ See, e.g., *Starwood Energy Group Global, L.L.C., et al.*, Docket No. EL15-87-000, 153 FERC ¶ 61,332 (2015) ("*Starwood Energy Group*").

appoints the management of and controls each of BC Non-QFPF and BC QFPF. The limited partners in CI II, including PensionDanmark and KLP, have no right to direct CIP or to otherwise take part in the management of any of the CI II partnerships, BC Non-QFPF, and/or BC QFPF or any of their respective assets including Blue Cloud.

Blue Cloud Wind does not have any affiliates that own or control any electric power generation in a jurisdictional market, any transmission facilities other than limited and discrete interconnection facilities, or any inputs to electric power production in the US. None of Blue Cloud Wind's affiliates are franchised public utilities with captive customers.

C. MidAmerican Wind Tax Equity and Its Affiliates

MidAmerican Wind Tax Equity is an indirect, wholly owned subsidiary of BHE Wind, LLC ("BHE Wind"), a Delaware limited liability company, which in turn is an indirect, wholly owned subsidiary of BHE Renewables, LLC ("BHE Renewables"), a Delaware limited liability company. BHE Renewables is a direct, wholly owned subsidiary of Berkshire Hathaway Energy Company ("BHE"), an Iowa Corporation. BHE is a holding company that owns subsidiaries principally engaged in energy businesses,¹⁰ and is itself a consolidated subsidiary of Berkshire Hathaway Inc.

BHE owns four traditional franchised public utilities in the United States, none of which is located in SPP: MidAmerican Energy Company ("MidAmerican Energy"), with operations exclusively in the Midcontinent Independent System, Nevada Power Company ("Nevada Power"), PacifiCorp, and Sierra Pacific Power Company ("Sierra Pacific").¹¹ In addition, BHE

¹⁰ A complete list of MidAmerican Wind's energy affiliates is provided in Exhibit B.

¹¹ MidAmerican Energy is an Iowa corporation that is a combination gas and electric company in the Midwest, and its service territory includes parts of Iowa, Illinois, Nebraska and South Dakota. PacifiCorp is an Oregon corporation that provides retail electric service in Utah, Oregon, Wyoming, Washington,

owns other electric generation and transmission assets in the United States through CE Generation, LLC (“CE Generation”), BHE Renewables, and BHE Transmission, LLC (“BHE Transmission”), each of which is a Delaware limited liability company and a wholly owned indirect subsidiary of BHE. A complete listing of the MidAmerican Wind Tax Equity’s energy affiliates is included in Exhibit B.

1. Generation in SPP

MidAmerican Wind Tax Equity and its affiliates own or control the following two FERC-jurisdictional generating facilities in SPP:

(i) Grande Prairie Wind, LLC

Grande Prairie Wind, LLC (“Grande Prairie Wind”) owns and operates a 400 MW wind generation facility located in Holt County, Nebraska. The Grande Prairie Wind facility is interconnected to transmission facilities owned by the Western Area Power Administration – Upper Great Plains customer service region. Grande Prairie Wind sells electricity exclusively at wholesale and is an Exempt Wholesale Generator (“EWG”).¹² Grande Prairie Wind has been authorized by the Commission to sell electric energy and capacity at market-based rates under Section 205 of the FPA.¹³ Grande Prairie Wind has entered into a long-term Power Purchase Agreement (“PPA”) for the firm sale of all its 400 MW of capacity to the Omaha Public Power District (“OPPD”) for a 20-year term, expiring in December 2036.

Idaho and California. Nevada Power and Sierra Pacific are each Nevada corporations that provide retail electric service in Nevada.

¹² *Grande Prairie Wind, LLC, et al.*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket No. EG16-18-000 *et al.* (July 14, 2016).

¹³ *Grande Prairie Wind, LLC*, Letter Order re: Market-Based Rate Authorization, Docket No. ER16-1258 (Apr. 28, 2016).

(ii) Marshall Wind LLC

Marshall Wind LLC (“Marshall Wind”) owns and operates a 72 MW wind energy facility in Marshall County, Kansas. The Marshall Wind facility is interconnected to the transmission system owned by Westar Energy, Inc. (“Westar”) and under the operational control of SPP. Marshall Wind sells electricity exclusively at wholesale and is an EWG.¹⁴ Marshall Wind has been authorized by the Commission to sell electric energy and capacity at market-based rates under Section 205 of the FPA.¹⁵ The full capacity of the Marshall Wind Facility is fully committed under long-term contracts. Marshall Wind has entered into a long-term Power Purchase Agreement (“PPA”) for the firm sale of capacity for a period of 20 years and expiring in May 2036, with four separate off-takers: (i) for 25 MW of capacity to the Kansas Power Pool, a municipal utility in Kansas; (ii) for 20 MW of capacity to the City of Independence, Missouri; (iii) for 20 MW of capacity to the Missouri Joint Municipal Electric Utility Commission; and (iv) for 7 MW of capacity to the Kansas Municipal Energy Agency.

2. Passive Tax Equity Interests In SPP

MidAmerican Wind Tax Equity also holds a wholly passive tax equity interest in Kingfisher Wind LLC (“Kingfisher Wind”), a 298 MW windfarm located in Kingfisher County, Oklahoma. MidAmerican Wind Tax Equity demonstrated to the Commission in its December 18, 2015 triennial filing, Updated Market Power Analysis of the BHE SPP MBR Sellers, that MidAmerican Wind Tax Equity’s tax equity interest in Kingfisher Wind is a wholly passive, tax equity ownership interest, that does not grant MidAmerican Wind any control over day-to-day

¹⁴ *Marshall Wind, et al.*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket No. EG16-13-000 *et al.* (Jany. 6, 2016).

¹⁵ *See Marshall Wind Energy LLC*, Letter Order re: Market-Based Rate Authorization, Docket No. ER16-438-000 (Jan. 27, 2016).

operations of the business.¹⁶ MidAmerican Wind Tax Equity's wholly passive interest in Kingfisher Wind is fully consistent with the Commission's precedent for passive equity interests, the transfer of which do not require the Commission's approval under Section 203 of the FPA.¹⁷ Accordingly, consistent with Order No. 816,¹⁸ BHE's passive ownership interest in Kingfisher Wind is not included in BHE's Asset Appendix and is not included in its horizontal market power indicative screens.

3. Transmission in SPP

MidAmerican Wind Tax Equity and its affiliates do not own or control any transmission assets in SPP, other than limited interconnection facilities required to interconnect to the SPP transmission system, or any inputs to electricity production in SPP, with the exception of Prairie Wind Transmission, LLC ("Prairie Wind"), in which MidAmerican Wind Tax Equity's affiliate BHE Transmission indirectly holds a 25 percent interest.¹⁹ Prairie Wind, a Delaware limited liability company, is a stand-alone transmission company, which owns and operates one asset, an approximately 108-mile, double-circuit, extra-high-voltage 345 kV transmission line (the "Prairie Wind Project") linking Westar's 345 kV substation near Wichita, Kansas, to a new 345-kV substation northeast of Medicine Lodge, Kansas, and then south to the Kansas/Oklahoma

¹⁶ *Updated Market Power Analysis of the BHE SPP MBR Sellers* in Docket No. ER16-438-000 *et al.* (Dec. 18, 2015).

¹⁷ *AES Creative Resources, L.P.*, 129 FERC ¶ 61,239 (2009); *Ad Hoc Renewable Energy Financing Group*, 161 FERC ¶ 61,010 (2017).

¹⁸ *Refinements to Policies and Procedures for Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, 153 FERC ¶ 61,065 at PP 273, 284 (2016) ("Order No. 816") ("Sellers should not include in their asset appendices entities and facilities for which they have claimed, and demonstrated to the Commission, that the only relationship is through passive, non-controlling interests consistent with AES Creative . . .").

¹⁹ BHE Transmission's 25 percent interest in Prairie Wind is held through Electric Transmission America, LLC, a 50/50 joint venture between BHE Transmission and AEP Transmission Holding Company, LLC ("AEP"). The remaining 50 percent interest in Prairie Wind is owned by Westar Energy, Inc. ("Westar"). None of the Applicants or their affiliates is an affiliate of AEP or Westar.

border, where it connects to a transmission line owned by Oklahoma Gas & Electric. The Prairie Wind Project entered service in November 2014. The Prairie Wind Project is under the operational control of SPP, and provides transmission service under the rates, terms, and conditions set forth in the SPP Open Access Transmission Tariff (“OATT”).

II. DESCRIPTION OF TRANSACTION

The details of the Proposed Transaction are set forth in the Equity Capital Contribution Agreement (“ECCA”) with respect to BC Partnership, by and among BC HoldCo and MidAmerican Wind Tax Equity, dated March 27, 2018, a copy of which is attached to this Application as confidential Exhibit I. Applicants request confidential treatment of the ECCA under 18 C.F.R. § 388.112, because it contains sensitive commercial and financial information that is not publicly available.

Pursuant to the Proposed Transaction, MidAmerican Wind Tax Equity will acquire passive Class A tax equity membership interests in BC Partnership in exchange for providing a funding contribution towards the construction of the Blue Cloud Wind. BC HoldCo will retain 100 percent of the controlling Class B active membership interests in BC Partnership, and therefore, in BC Cloud Wind. On the date when all of conditions detailed in Section 2.8 and Section 2.9 of the ECCA have either been satisfied or waived in writing by the party entitled to the benefit of such conditions, as further detailed in the Section 2.7 of the ECCA (the “Funding Date”), BC HoldCo, which currently owns 100 percent of the membership interests in BC Partnership, will cause BC Partnership to issue to MidAmerican Wind Tax Equity 100 percent of the “Class A Membership Interests” (*i.e.*, the passive tax equity interests) in BC Partnership, and BC HoldCo’s membership interests in BC Partnership will be converted into controlling “Class B Membership Interests” (*i.e.*, the active managing interests). On the Funding Date,

MidAmerican Wind Tax Equity will make the required capital contributions (pursuant to the formulas set forth in Article II of the Equity Capital Contribution Agreement) to fund construction of the Blue Cloud Wind Facility in exchange for the passive Class A tax equity interests.

III. THE TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

Section 203(a)(4) of the FPA provides that the Commission “shall approve [a] proposed disposition, consolidation, acquisition, or change in control, if it finds that the proposed transaction will be consistent with the public interest, and will not result in cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company”²⁰ In determining whether a proposed transaction is consistent with the public interest, the Commission considers whether it will have any adverse impact on (i) competition, (ii) rates, or (iii) regulation.²¹ The Proposed Transaction satisfies the requirements of Section 203 because it will have no adverse impact on competition, rates, or regulation and will not result in cross-subsidization or the pledge or encumbrance of utility assets for the benefit of any associate company.

A. The Proposed Transaction Will Not Have an Adverse Effect on Competition.

1. The Proposed Transaction Presents No Horizontal Market Power Concerns.

The relevant market for purposes of the horizontal market power analysis is SPP, where the Blue Cloud Wind Facility is located. There are no horizontal overlaps between the Applicants’ generation in SPP. Neither the BC Applicants nor any of their affiliates own or

²⁰ 16 U.S.C. § 824b(a)(4).

²¹ *Revised Filing Requirements Under Part 33 of the Commission’s Regulations*, Order No. 642, FERC Stats. & Regs. ¶ 31,111 (2000), on reh’g, Order No. 642-A, 94 FERC ¶ 61,289 (2001).

control any generation in SPP other than the Blue Cloud Wind facility. The generation owned by MidAmerican Wind Tax Equity and its affiliates in SPP is all fully committed to unaffiliated third parties under long-term PPAs, as discussed above. However, even assuming that the capacity of MidAmerican Wind Tax Equity's affiliates in SPP is not fully committed under long-term contracts, the total capacity of MidAmerican Wind Tax Equity's affiliates in SPP and the Blue Cloud Wind facility (the only generation owned by the BC Partnership and its affiliates in SPP) is a *de minimis* amount of generation in SPP. Section 33.3(a)(2)(i) of the Commission's regulations provides that an Appendix A filing is not required in cases where the applicant "[a]ffirmatively demonstrates that the merging entities do not currently conduct business in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*." Because the total amount of combined generation after the Proposed Transaction is demonstrably *de minimis*, no Appendix A horizontal market power analysis is required in connection with this Application.²²

In the relevant geographic market, SPP, MidAmerican Wind Tax Equity and its affiliates own only the 400 MW Grand Prairie Wind Facility and the approximately 72 MW Marshall Wind Facility. However, all of the output from these facilities is fully committed to unaffiliated third parties under long-term contracts as follows (and as described above in this Application): (a) Grand Prairie Wind has entered into a long-term PPA for the firm sale of all 400 MW of capacity to the Omaha Public Power District for a term of 20 years and expiring in December 2036, and (b) Marshall Wind has entered into four long-term PPAs for the firm sale of capacity each with a 20 year term expiring in May 2036, with four separate off-takers (25 MW to the Kansas Power Pool, 20 MW to the City of Independence, Missouri, 20 MW to the Missouri Joint

²² 18 C.F.R. § 33.3(a)(2)(i) (2014); *Inquiry Concerning the Commission's Merger Policy Under the Federal Power Act: Policy Statement*, Order No. 592, FERC Stats. & Regs. ¶ 31,044 (1996), *reconsideration denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997) ("*Merger Policy Statement*").

Municipal Electric Utility Commissions, and 7 MW to the Kansas Municipal Energy Agency). As stated above, the BC Applicants and their affiliates do not own or control any generation in SPP except for the Blue Cloud Wind facility.

Following the closing of the Proposed Transaction, the 148.35 MW Blue Cloud Wind facility will be the only uncommitted capacity in SPP owned by the Applicants and their affiliates. The Blue Cloud Wind facility accounts for less than 0.2 percent of the 87,086 MW of installed capacity in SPP, a *de minimis* amount.²³ Even if the fully committed capacity of the Grande Prairie Wind facility (400 MW) and the Marshall Wind facility (72 MW) are combined with the uncommitted capacity of the Blue Cloud Wind facility (148.35 MW), the resulting combined total of 620.35 MW is still only 0.7 percent of the installed generating capacity in SPP and therefore a *de minimis* share of the total capacity in SPP.

Because the combined capacity resulting from the Proposed Transaction is *de minimis* relative to the installed capacity of SPP, the Proposed Transaction presents no horizontal market power concerns and does not require an Appendix A market power analysis.

Moreover, a simplified “2AB” analysis²⁴ demonstrates that the Proposed Transaction would result in an increase in the Herfindahl-Hirschman Index (“HHI”) of, at most, less than 0.18 points ($2 * 0.17 * 0.54$), which does not present competitive concerns in a market with any concentration level.²⁵ Table 1 below provides a more detailed analysis and confirms that the

²³ SPP, *Fast Facts*, SPP Southwest Power Pool, <https://spp.org/about-us/fast-facts/>.

²⁴ See *NRG Yield, Inc.*, 148 FERC ¶ 61,109, at P 13 & n.12 (2014) (describing the “2AB” analysis); *Northern States Power Co. – Minn.*, 147 FERC ¶ 62,003, at 64,008 & n.3 (2014) (same).

²⁵ See *Merger Policy Statement*, FERC Stats. & Regs. ¶ 31,044, at 30,134 (finding that a transaction is unlikely to have adverse competitive effects if the post-transaction market is un-concentrated “regardless of the change in HHI”; if the post-transaction market is moderately concentrated and the HHI increase is less than 100 points; or if the post-transaction market is highly concentrated and the HHI increase is less than 50 points).

Proposed Transaction will result in a cumulative change in the HHI for the SPP market of only 0.20 points.

TABLE 1

Entity	Pre-Proposed Transaction				Post-Proposed Transaction			
	Capacity (MWs)	Market Shares	HHIs		MWs	Market Share	HHI	HHI Change
Blue Cloud	148	0.17%	0.02		148	0.17%	0.02	0.00
MidAmerican	472	0.54%	0.3		620	0.71%	0.50	0.20
SPP BAA Totals	87,086	100%	NA		87,086	100%	NA	0.20

The Commission has repeatedly determined there are no horizontal market power concerns in transactions resulting in much larger HHI increases.²⁶ The lack of uncommitted capacity in the relevant market and *de minimis* impact even under extremely conservative assumptions supports the conclusion that the Proposed Transaction does not raise horizontal market power concerns and no Appendix A analysis is required.

2. The Proposed Transaction Presents No Vertical Market Power Concerns.

The Proposed Transaction also will have no adverse effects on vertical market power. As noted above, none of Applicants or their affiliates own or control any transmission facilities in SPP, which is the relevant market, other than the limited interconnection facilities required to interconnect their respective facilities to the transmission system and the single transmission facility owned by Prairie Wind. Prairie Wind has turned over operational control of the Prairie

²⁶ See, e.g., *DTE Electric Company, et al.*, 150 FERC ¶ 62,028 (2015) (approving a proposed transaction without requiring a horizontal competitive analysis where the applicants demonstrated the HHI increase would be approximately 5.78 points); *Dynegy Holdings, Inc.*, 127 FERC ¶ 62,080 (2009) (approving a disposition of jurisdictional facilities resulting in an increase in the HHI of approximately 15 points); *Bridgeport Energy, LLC*, 114 FERC ¶ 62,166 (2006) (approving upstream transfer of jurisdictional facilities even though the parties did not file a horizontal competitive analysis and the parties assumed the HHI increase could be as large as 50 points).

Wind Project to SPP, and service on that facility is provided under the SPP OATT.²⁷ In addition, although affiliates of MidAmerican Wind Tax Equity²⁸ own certain inputs to electricity production, the Proposed Transaction does not involve any inputs to electric power production that would allow Applicants to erect barriers to entry to new generation. The Commission has established a rebuttable presumption that market-based rate sellers cannot erect barriers to entry with regard to the ownership or control of, or affiliation with any entity that owns or controls intrastate natural gas transportation facilities.²⁹ Because the Proposed Transaction does not involve any electric transmission facilities, other than facilities used to interconnect the Blue Cloud Wind generating facility to the SPP transmission system, or any other upstream inputs to electric power production, it presents no vertical market power concerns, and no vertical market power analysis is needed.³⁰

²⁷ MidAmerican Wind's affiliates MidAmerican Energy, Nevada Power, PacifiCorp, and Sierra Pacific own transmission systems in other parts of the country outside of SPP. Service on their respective transmission systems is provided under Commission-approved OATTs that are on file with the Commission under Section 205 of the FPA.

²⁸ BHE owns two interstate natural gas pipelines (namely, Kern River Gas Transmission Company and Northern Natural Gas Company). In addition, MidAmerican Wind is affiliated with Saranac Power Partners, L.P., which owns the North Country Gas Pipeline, an intrastate pipeline in New York that is primarily used to deliver natural gas to the Saranac Facility from an interstate pipeline. While MidAmerican Wind is affiliated with local gas distribution companies, interstate natural gas transmission, an intrastate pipeline, and a railroad (BNSF Railways), the Proposed Transaction does not raise any vertical market power concerns because the Proposed Transaction does not increase the amount of uncommitted generation capacity owned or controlled by MidAmerican Wind and its affiliates. Further, the Commission has concluded that MidAmerican Wind's affiliates lack the ability to exercise vertical market power or to erect barriers to entry that raise vertical market power concerns. *See Silver Merger Sub, Inc.*, 145 FERC ¶ 61,261 at P 47 (2013). In addition, in *Marshall Wind, et al.*, Docket No. 16-438, *et al.* (May 26, 2016) (unreported), the Commission accepted an updated market power analysis for the SPP region filed by MidAmerican Wind's affiliates, and their representation that they do not have the ability to exercise vertical market power or to erect barriers to entry that would raise vertical market power concerns. The Proposed Transaction does not alter these facts or the Commission's recent conclusion that BHE and its affiliates lack vertical market power.

²⁹ *See Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252 at PP 446, 1018 (2007).

³⁰ *See* 18 C.F.R. § 33.4(a)(2) (2014). *See also Exelon Corp.*, 133 FERC ¶ 62,174 (2010) (authorizing transaction, without requiring the filing of a vertical market power analysis where there were no vertical overlaps among applicants).

B. The Proposed Transaction Will Not Have an Adverse Effect on Rates.

The Proposed Transaction will not adversely affect rates. Wholesale sales of electric energy, capacity, and ancillary services by Blue Cloud Wind will be made at market-based rates under its Commission-approved market-based rate tariff, and the Proposed Transaction will have no effect on the rates for such sales. Moreover, none of the Applicants is a traditional utility with captive retail or wholesale customers or provides unbundled transmission service.

C. The Proposed Transaction Will Not Impair the Effectiveness of Regulation.

The Proposed Transaction will not have any adverse effect on the effectiveness of federal or state regulation. The Proposed Transaction will not diminish the regulatory authority of the Commission or any state commission, create a regulatory gap, or shift regulatory authority between the Commission and any state commission. Upon consummation of the Proposed Transaction, Blue Cloud Wind will continue to be regulated by the Commission and the Public Utility Commission of Texas to the same degree as prior to the Proposed Transaction.

D. The Proposed Transaction Will Not Result in Cross-Subsidization or the Pledge or Encumbrance of Utility Assets as to Any Associate Company.

Pursuant to Section 203(a)(4) of the FPA³¹ and Section 2.26(f) of the Commission's regulations,³² the Commission evaluates whether a proposed transaction will result in the cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company. The Commission has described one of the primary goals of this requirement as ensuring "that public utilities with captive customers do not cross-subsidize 'non-regulated' associate companies, *i.e.*, companies that are not subject to

³¹ 16 U.S.C. § 824b(a)(4).

³² 18 C.F.R. § 2.26(f) (2018).

traditional cost-based regulation.”³³ In the *Supplemental Policy Statement*, the Commission recognized three classes of transactions that are unlikely to present cross-subsidization concerns and, accordingly, adopted three “‘safe harbors’ for meeting the Section 203 cross-subsidization demonstration, absent concerns identified by the Commission or evidence from interveners that there is a cross-subsidy problem based on the particular circumstances presented.”³⁴ The Proposed Transaction falls squarely within the safe harbor for transactions that do not involve a franchised public utility with captive customers. Specifically, the Commission approved a safe harbor for transactions “where the applicant shows that a franchised public utility with captive customers is not involved.”³⁵ The Proposed Transaction involves only Blue Cloud Wind. None of MidAmerican Wind Tax Equity or its subsidiaries own or control, directly or indirectly, and the Proposed Transaction does not involve, any franchised public utilities with captive customers.

As noted above, while MidAmerican Energy, Nevada Power, PacifiCorp, and Sierra Pacific are affiliates of MidAmerican Wind Tax Equity, these affiliates are not involved in this Proposed Transaction in any way, and will not be called upon to support or participate in MidAmerican Wind Tax Equity’s tax equity investment in Blue Cloud Wind. Under such circumstances, the Commission has recognized that “there is no potential for harm to customers.”³⁶ In any event, in Exhibit M, Applicants provide adequate assurance that the Proposed Transaction will not result in cross-subsidization or pledges or encumbrances of utility

³³ See *Transactions Subject to FPA Section 203*, Order No. 669, 113 FERC ¶ 61,315 at P 91 (2005).

³⁴ *Supplemental Policy Statement* at P 16.

³⁵ *Id.* at P 17.

³⁶ *Id.*

assets. Accordingly, the Proposed Transaction satisfies the requirements of Section 33.2(j) of the Commission's regulations.³⁷

IV. INFORMATION REQUIRED BY THE COMMISSION'S REGULATIONS

In support of this Application, the following information is provided as required by Section 33.2 of the Commission's regulations.³⁸ Applicants respectfully request that the Commission grant certain waivers of these requirements consistent with those granted under similar circumstances,³⁹ as described in more detail below.

A. Section 33.2(a) – The Exact Name of the Applicants and Their Principal Business Addresses

The full legal names of the BC Applicants are Blue Cloud Wind Energy, LLC, Sponsor Blue Cloud HoldCo LLC and Blue Cloud TE Partnership LLC, and their principal business address is:

c/o Intertrust Corporate Services
Delaware Ltd.
200 Bellevue Parkway
Suite 210
Wilmington, DE 19809

The full legal name of MidAmerican Wind Tax Equity is MidAmerican Wind Tax Equity, LLC, and its principal business address is:

666 Grand Avenue, Suite 500
Des Moines, IA 50309-2580

³⁷ 18 C.F.R. § 33.2(j) (2018).

³⁸ 18 C.F.R. § 33.2 (2018).

³⁹ *See, e.g., Northeast Generation Co.*, 117 FERC ¶ 61,068 at P 17 (2006).

B. Section 33.2(b) – Names and Addresses of Persons Authorized to Receive Notices and Communications Regarding the Application

Applicants request that the names of the following persons be placed on the official service list compiled by the Secretary in this proceeding:

MidAmerican Wind Tax Equity, LLC:

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C. Section 33.2(c) – Description of the Applicants

1. Exhibit A – Description of the Applicants’ Business Activities

Descriptions of Applicants’ business activities are provided above in Section I. Applicants respectfully request a waiver of Section 33.2(c)(1) of the Commission’s regulations⁴⁰ to the extent it would require the submission of additional information in Exhibit A.

2. Exhibit B – List of Energy Subsidiaries and Affiliates

Descriptions of MidAmerican Wind Tax Equity’s energy subsidiaries and affiliates are provided in Exhibit B hereto. The BC Applicants and their affiliates do not own any energy subsidiaries in any FERC-jurisdictional markets, other than Blue Cloud Wind. Accordingly, Applicants respectfully request a waiver of Section 33.2(c)(2) of the Commission’s regulations⁴¹ to the extent it would require the submission of additional information in Exhibit B.

3. Exhibit C – Organizational Charts

Organizational charts depicting Applicants’ current and post-Transaction structures are included as Exhibit C. Applicants respectfully request a partial waiver of Section 33.2(c)(3) of the Commission’s regulations⁴² to the extent necessary to permit them to include simplified organizational charts with parent companies, energy subsidiaries, and energy affiliates that are relevant to the Proposed Transaction.

4. Exhibit D – Description of Joint Ventures, Strategic Alliances, Tolling Arrangements or Other Business Arrangements

The Proposed Transaction will have no effect on any joint ventures, strategic alliances or other business arrangements of Applicants or their affiliates separate from the Proposed

⁴⁰ 18 C.F.R. § 33.2(c)(1) (2018).

⁴¹ 18 C.F.R. § 33.2(c)(2) (2018).

⁴² 18 C.F.R. § 33.2(c)(3) (2018).

Transaction. Applicants therefore request a waiver of the requirement of Section 33.2(c)(4) of the Commission's regulations⁴³ to file Exhibit D.

5. Exhibit E – Identity of Common Officers

Currently there are no common officers or directors shared between the BC Applicants, on the one hand, and, on the other hand, MidAmerican Wind and its affiliates, nor will there be any shared officers or directors as a result of the Proposed Transaction. In the event any individuals hold covered interlocking positions with public utilities, appropriate filings will be made as necessary pursuant to Parts 45 and Part 46 of the Commission's regulations.⁴⁴ Applicants respectfully request a waiver of the requirement of Section 33.2(c)(5) of the Commission's regulations⁴⁵ to provide additional information in Exhibit E.

6. Exhibit F – Wholesale Power Sales and Transmission Customers

There are no other wholesale power sales customers or unbundled transmission service customers that purchase power under long-term contracts from the generating facilities and entities related to the Proposed Transaction other than the power sales under long-term PPAs for Grande Prairie Wind and Marshall Wind, described in Section I.C.1. Applicants respectfully request a waiver of the requirement of Section 33.2(c)(6) of the Commission's regulations⁴⁶ to submit Exhibit F.

⁴³ 18 C.F.R. § 33.2(c)(4) (2018).

⁴⁴ 18 C.F.R. Pts. 45 and 46 (2018).

⁴⁵ 18 C.F.R. § 33.2(c)(5) (2018).

⁴⁶ 18 C.F.R. § 33.2(c)(6) (2018).

D. Section 33.2(d) – Exhibit G – Description of Jurisdictional Facilities

Descriptions of the relevant jurisdictional facilities owned, operated or controlled by each Applicant and its affiliates are fully set forth in the text of the Application. Applicants respectfully request a waiver of the requirement of Section 33.2(d) of the Commission's regulations⁴⁷ to the extent it would require the submission of additional information in Exhibit G.

E. Section 33.2(e) – Exhibit H – Description of the Proposed Transaction

A description of the Proposed Transaction is provided in Section II above, and a copy of the confidential ECCA for the Proposed Transaction is provided in Exhibit I in the non-public version of this Application. Applicants request a waiver of Section 33.2(e)(2) of the Commission's regulations⁴⁸ to the extent it would require submission of additional information in Exhibit H.

F. Section 33.2(f) – Exhibit I – All Contracts Related to the Proposed Transaction

Exhibit I identifies and includes the contracts related to the Proposed Transaction. Applicants respectfully request limited waiver of the requirements in Section 33.2(f) of the Commission's regulations to the extent that it would require the filing of ancillary exhibits and schedules to the confidential ECCA that are immaterial to any aspect of the Commission's analysis.⁴⁹ Applicants also respectfully request confidential treatment of this Exhibit pursuant to the text of this Application.

⁴⁷ 18 C.F.R. § 33.2(d) (2018).

⁴⁸ 18 C.F.R. § 33.2(e)(2) (2018).

⁴⁹ See, *EIF Berkshire Holdings, LLC*, 116 FERC ¶ 61,273 (2006).

G. Section 33.2(g) – Exhibit J – Facts Relied upon to Show that the Proposed Transaction is Consistent with the Public Interest

The facts relied upon by Applicants to show that the Proposed Transaction is consistent with the public interest are set forth above in Section III. Accordingly, Applicants request a waiver of the requirement of Section 33.2(g) of the Commission’s regulations⁵⁰ to provide such information in Exhibit J.

H. Section 33.2(h) – Map of Physical Property

The Proposed Transaction is an upstream change of ownership and does not involve a transfer of physical property. Therefore, Applicants respectfully request a waiver of the requirement of Section 33.2(h) of the Commission’s regulations⁵¹ to provide a map of the physical property in Exhibit K.

I. Section 33.2(i) – Licenses, Orders, or Other Approvals Required from Other Regulatory Bodies in Connection with the Proposed Transaction and the Status of Other Regulatory Actions

Consummation of the Proposed Transaction does not require licenses, orders, or any other approvals from any regulatory bodies in the United States other than the approval Application under 203 of the FPA.

J. Section 33.2(j) – Explanation that the Proposed Transaction Will Not Result in Cross-Subsidization or the Pledge or Encumbrance of Utility Assets as to any Associate Company

Applicants have addressed cross-subsidization issues in the text of this Application. None of the Applicants, Buyer, or their respective affiliates is a public utility with captive customers. Applicants have included the required Exhibit M.

⁵⁰ 18 C.F.R. § 33.2(g) (2018).

⁵¹ 18 C.F.R. § 33.2(h) (2018).

V. PROPOSED ACCOUNTING ENTRIES

Applicants are not required to maintain their books and records in accordance with the Commission's Uniform System of Accounts in Part 101. Therefore, Applicants respectfully request waiver of the requirement to record proposed accounting entries.

VI. VERIFICATIONS

Pursuant to Section 33.7 of the Commission's regulations,⁵² signed verifications by the authorized representatives of Applicants are included as Attachment 2 to the application.

VII. REQUEST FOR CONFIDENTIAL TREATMENT

Applicants seek confidential treatment of the Proposed Transaction agreement provided in Exhibit I in accordance with 18 C.F.R. § 388.112 and 18 C.F.R. § 33.8(a) of the Commission's regulations.⁵³ The Proposed Transaction agreement contains highly sensitive commercial and financial information that is privileged and confidential and not publicly available. Public disclosure of this information could hamper Applicants' negotiating positions in future transactions. In accordance with 18 C.F.R. § 388.112 and 18 C.F.R. § 33.8(a) of the Commission's regulations, Applicants have provided in Attachment, a proposed Protective Order consistent with the Commission's Model Protective Order. The proposed protective order is identical to the Commission's Model Protective Order used in other Commission proceedings.⁵⁴

Notwithstanding the proposed protective order, the non-public materials should be treated as privileged materials reviewable by Commission Staff. The non-public materials are marked **"CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION"** and **"DO NOT**

⁵² 18 C.F.R. § 33.7 (2014).

⁵³ 18 C.F.R. § 388.112 (2014).

⁵⁴ *See Notice to the Public, Revisions To The Model Protective Order And Related Guidance*, issued June 29, 2017.


RELEASE.” In addition, in accordance with the Commission’s April 14, 2017, notice on labelling of non-public information,⁵⁵ each page of the non-public version of this filing is marked “CUI//PRIV.”

VIII. CONCLUSION

For the reasons set forth in this Application, the Proposed Transaction is consistent with the public interest as defined by the Commission in its *Merger Policy Statement*, the requirements of Part 33 of the Commission’s regulations, and Commission precedent. Applicants request that the Commission consider their Application on an expedited basis and issue an order authorizing the Proposed Transaction by no later than November 27, 2018 to support closing of the Proposed Transaction on or around the date of commercial operation (currently scheduled for on or about December 1, 2018). Applicants further request that the Commission issue an order approving the Proposed Transaction under FPA Section 203 (a)(1) and (a)(2) and grant any other authorizations, waivers, or approvals incidental thereto that may be required, without conducting an evidentiary hearing. Applicants respectfully request that the Commission issue an order authorizing the Proposed Transaction.

Respectfully submitted,

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⁵⁵ See Notice of Document Labelling Guidance for Documents Submitted to or Filed with the Commission or Commission Staff, 82 Fed. Reg. 18632 (Apr. 20, 2017) (issued Apr. 14, 2017).

*LLC, Sponsor Blue Cloud HoldCo
LLC, and Blue Cloud TE Partnership
LLC*

Equity Holdings, LLC

Dated: October 9, 2018

EXHIBIT B
LIST OF ENERGY SUBSIDIARIES AND AFFILIATES
FOR
MIDAMERICAN WIND TAX EQUITY

Table of Assets - Generation

Berkshire Hathaway Parties and Energy Affiliates	Docket # Where MBR Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in (K): (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Walnut Ridge Wind, LLC	ER18-1419-000	Walnut Ridge	Walnut Ridge Wind, LLC	Walnut Ridge Wind, LLC	[n/a]	PJM	Northeast	TBD	212.0	212.0	N	
Bishop Hill Energy II LLC	ER12-162	Bishop Hill Wind	Bishop Hill Energy II LLC	Bishop Hill Energy II LLC	03/2012	MISO	Central	10/2012	81.0	81.0	N	
CalEnergy, LLC	ER13-1266	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	
CE Leathers Company	ER13-1267	Leathers Geothermal	CE Leathers Company	Southern California Edison Company ("SCE")	12/1994	IID	Southwest	11/1989	38.0	42.8	N	
CE Turbo LLC	[n/a]	CE Turbo Geothermal	CE Turbo LLC	Arizona Public Service Company ("APS")	[n/a]	IID	Southwest	07/2000	10.0	11.2	N	
Cordova Energy Co. LLC	ER99-2156	Cordova Energy Center Gas	Cordova Energy Co. LLC	Exelon Generation Company, LLC	[n/a]	PJM	Northeast	06/2001	611.0	521.2	S	
Del Ranch Company	ER13-1268	Del Ranch Geothermal	Del Ranch Company	SCE	12/1994	IID	Southwest	10/1988	38.0	42.8	N	
Elmore Company	ER13-1269	Elmore Geothermal	Elmore Company	SCE	12/1994	IID	Southwest	11/1988	38.0	42.8	N	
Grande Prairie Wind, LLC	ER-16-1258	Grande Prairie Wind	Grande Prairie Wind, LLC	Grande Prairie Wind, LLC	02/2016	SPP	SPP	12/2016	400.0	400.0	N	
Fish Lake Power LLC	ER13-1270	Salton Sea IV Geothermal	Salton Sea 4 Fish Lake Power Gen	SCE	12/1994	IID	Southwest	05/1996	40.0	42.8	N	
Marshall Wind Energy LLC	ER16-438	Marshall Wind	Marshall Wind Energy LLC	Marshall Wind Energy LLC	09/2016	SPP	SPP	05/2016	72.0	72.0	N	
Pinyon Pines Wind I, LLC	ER12-1521	Pinyon Pines Wind I	Pinyon Pines Wind I, LLC	SCE	11/2012	CAISO	Southwest	11/2012	168.0	168.0	N	
Pinyon Pines Wind II, LLC	ER12-1522	Pinyon Pines Wind II	Pinyon Pines Wind II, LLC	SCE	11/2012	CAISO	Southwest	11/2012	132.0	132.0	N	
Saranac Power Partners, L.P.	ER09-768	Saranac Gas	Saranac Power Partners, L.P.	Saranac Power Partners, L.P.	12/1994	NYISO	Northeast	06/1994	255.8	251.6	S	
Salton Sea Power Generation Co.	ER13-1271	Salton Sea I Geothermal	Salton Sea Power Generation	SCE	12/1994	IID	Southwest	07/1982	10.0	10.2	N	
Salton Sea Power Generation Co.	ER13-1271	Salton Sea II Geothermal	Salton Sea Power Generation	SCE	12/1994	IID	Southwest	03/1990	20.0	17.3	N	
Salton Sea Power Generation Co.	ER13-1271	Salton Sea III Geothermal	Salton Sea Power Generation	SCE	12/1994	IID	Southwest	02/1989	50.0	51.0	N	
Salton Sea Power LLC	ER13-1272	Salton Sea V Geothermal	Salton Sea Power LLC	City of Riverside, California	[n/a]	IID	Southwest	04/2000	49.0	46.9	N	
Solar Star California XIX, LLC	ER13-1441	Solar Star 1	Solar Star California XIX, LLC	SCE	01/2013	CAISO	Southwest	03/2014	310.0	310.0	N	
Solar Star California XX, LLC	ER13-1442	Solar Star 2	Solar Star California XX, LLC	SCE	01/2013	CAISO	Southwest	03/2014	276.0	276.0	N	
Topaz Solar Farms LLC	ER12-1626	Topaz Solar	Topaz Solar Farms LLC	Pacific Gas & Electric Company	12/2011	CAISO	Southwest	04/2013	550.0	550.0	N	
Vulcan/BN Geothermal Power Co.	ER13-1273	Vulcan Geothermal	Vulcan/BN Geothermal Power Co.	SCE	12/1994	IID	Southwest	12/1985	34.0	38.8	N	
Yuma Cogeneration Assoc.	ER07-1236	Yuma Gas	Yuma Cogeneration Assoc.	San Diego Gas & Electric Company	11/1992	APS	Southwest	03/1994	55.0	52.3	S	
MidAmerican Energy Company ("MEC")	ER96-719	Adair Wind	MEC	MEC	[n/a]	MISO	Central	12/2008	174.8	174.8	N	
MEC	ER96-719	Carroll Wind	MEC	MEC	[n/a]	MISO	Central	12/2008	150.0	150.0	N	
MEC	ER96-719	Century Expansion Wind	MEC	MEC	[n/a]	MISO	Central	12/2007	15.0	15.0	N	
MEC	ER96-719	Century Wind	MEC	MEC	[n/a]	MISO	Central	09/2006	185.0	185.0	N	
MEC	ER96-719	Charles City Wind	MEC	MEC	[n/a]	MISO	Central	04/2008	75.0	75.0	N	

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MEC	ER98-719	Coralville CT Gas	MEC	MEC	[n/a]	MISO	Central	06/1970	72.0	62.5	S	
MEC	ER98-719	Eclipse Wind	MEC	MEC	[n/a]	MISO	Central	09/2012	200.1	200.1	N	
MEC	ER96-719	Electrifarm CT 1 Gas	MEC	MEC	[n/a]	MISO	Central	05/1975	71.2	53.9	S	
MEC	ER96-719	Electrifarm CT 2 Gas	MEC	MEC	[n/a]	MISO	Central	01/1978	89.0	64.3	S	
MEC	ER96-719	Electrifarm CT 3 Gas	MEC	MEC	[n/a]	MISO	Central	01/1978	103.9	63.9	S	
MEC	ER96-719	Greater Des Moines Energy Center Gas	MEC	MEC	[n/a]	MISO	Central	12/2004	576.3	488.4	S	
MEC	ER96-719	Intrepid Wind	MEC	MEC	[n/a]	MISO	Central	12/2004	180.5	160.5	N	
MEC	ER96-719	Intrepid Wind II	MEC	MEC	[n/a]	MISO	Central	12/2005	15.0	15.0	N	
MEC	ER96-719	Iowa State Fair Wind	MEC	MEC	[n/a]	MISO	Central	8/2007	0.5	0.5	N	
MEC	ER96-719	Laurel Wind	MEC	MEC	[n/a]	MISO	Central	12/2011	119.6	119.6	N	
MEC	ER96-719	Louisa Coal	MEC	MEC	[n/a]	MISO	Central	10/1983	714.47	654.6	S	5
MEC	ER96-719	Lundgren Wind	MEC	MEC	[n/a]	MISO	Central	08/2014	251.0	251.0	N	
MEC	ER96-719	Macksburg Wind	MEC	MEC	[n/a]	MISO	Central	12/2014	119.6	119.6	N	
MEC	ER96-719	Merle Parr CT Gas	MEC	MEC	[n/a]	MISO	Central	05/1969	36.0	33.0	S	
MEC	ER96-719	Miscellaneous Diesel Oil	MEC	MEC	[n/a]	MISO	Central	04/2000	56.0	56.0	S	
MEC	ER96-719	Moline CT Gas	MEC	MEC	[n/a]	MISO	Central	05/1970	72.0	61.1	S	
MEC	ER96-719	Moline Hydro	MEC	MEC	[n/a]	MISO	Central	01/1942	3.6	3.6	N	
MEC	ER96-719	Morninglight Wind	MEC	MEC	[n/a]	MISO	Central	10/2012	101.2	101.2	N	
MEC	ER96-719	Neal 3 Coal	MEC	MEC	[n/a]	MISO	Central	05/1975	420.55	368.5	S	5
MEC	ER96-719	Neal 4 Coal	MEC	MEC	[n/a]	MISO	Central	07/1979	282.33	269.1	S	5
MEC	ER96-719	Ottumwa Coal	MEC	MEC	[n/a]	MISO	Central	05/1981	377.47	379.6	S	5
MEC	ER96-719	Pleasant Hill CT 1-2 Gas	MEC	MEC	[n/a]	MISO	Central	08/1990	82.8	79.6	S	
MEC	ER96-719	Pleasant Hill CT 3 Gas	MEC	MEC	[n/a]	MISO	Central	06/1994	97.0	86.9	S	
MEC	ER96-719	Pomeroy 1 Wind	MEC	MEC	[n/a]	MISO	Central	12/2007	123.0	123.0	N	
MEC	ER96-719	Pomeroy II Wind	MEC	MEC	[n/a]	MISO	Central	12/2007	75.0	75.0	N	
MEC	ER96-719	Pomeroy III Wind	MEC	MEC	[n/a]	MISO	Central	12/2008	58.5	58.5	N	
MEC	ER96-719	Pomeroy IV Wind	MEC	MEC	[n/a]	MISO	Central	08/2011	29.9	29.9	N	
MEC	ER96-719	Quad Cities 1-2 Nuclear	MEC	MEC	[n/a]	PJM	Northeast	12/1972	504.65	455.3	S	5
MEC	ER98-719	River Hills CT 1-4 Gas	MEC	MEC	[n/a]	MISO	Central	05/1966	64.0	55.6	S	
MEC	ER96-719	River Hills CT 5-6 Gas	MEC	MEC	[n/a]	MISO	Central	10/1967	32.0	29.2	S	
MEC	ER98-719	River Hills CT 7-8 Gas	MEC	MEC	[n/a]	MISO	Central	04/1968	32.0	28.6	S	
MEC	ER96-719	Riverside 5 Gas	MEC	MEC	[n/a]	MISO	Central	06/1961	136.0	113.2	S	
MEC	ER98-719	Rolling Hills Wind	MEC	MEC	[n/a]	MISO	Central	12/2011	443.9	443.9	N	
MEC	ER96-719	Sycamore CT 1 Gas	MEC	MEC	[n/a]	MISO	Central	08/1974	78.8	74.4	S	
MEC	ER96-719	Sycamore CT 2 Gas	MEC	MEC	[n/a]	MISO	Central	11/1974	78.8	73.1	S	
MEC	ER96-719	Victory Wind	MEC	MEC	[n/a]	MISO	Central	12/2006	105.0	105.0	N	
MEC	ER96-719	Vienna Wind	MEC	MEC	[n/a]	MISO	Central	11/2012	105.6	105.6	N	
MEC	ER96-719	Vienna Wind II	MEC	MEC	[n/a]	MISO	Central	12/2013	44.6	44.6	N	
MEC	ER96-719	Walnut Wind	MEC	MEC	[n/a]	MISO	Central	12/2008	153.0	153.0	N	
MEC	ER96-719	Walter Scott 3 Coal	MEC	MEC	[n/a]	MISO	Central	12/1978	574.11	563.0	S	5
MEC	ER96-719	Walter Scott 4 Coal	MEC	MEC	[n/a]	MISO	Central	06/2007	550.36	483.5	S	5
MEC	ER96-719	Wellsburg Wind	MEC	MEC	[n/a]	MISO	Central	12/2014	140.8	140.8	N	
MEC	ER96-719	Highland I Wind	MEC	MEC	[n/a]	MISO	Central	12/2015	495.0	495.0	N	
MEC	ER96-719	Highland II Wind	MEC	MEC	[n/a]	MISO	Central	12/2015	7.0	7.0	N	

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MEC	ER96-719	Adams County Wind	MEC	MEC	[n/a]	MISO	Central	12/2015	154.3	154.3	N	
MEC	ER96-719	O'Brien County I Wind	MEC	MEC	[n/a]	MISO	Central	09/2016	250.3	250.3	N	
MEC	ER96-719	Ida Grove I Wind	MEC	MEC	[n/a]	MISO	Central	12/2016	301.1	301.0	N	
MEC	ER96-719	Beaver Creek I Wind	MEC	MEC	[n/a]	MISO	Central	12/2017	170.0	170.0	N	
MEC	ER96-719	Beaver Creek II Wind	MEC	MEC	[n/a]	MISO	Central	9/2018	170.0	170.0	N	2
MEC	ER96-719	Prairie Wind	MEC	MEC	[n/a]	MISO	Central	12/2017	168.0	168.0	N	
MEC	ER96-719	North English I Wind	MEC	MEC	[n/a]	MISO	Central	10/2018	200.0	200.0	N	2
MEC	ER96-719	Palo Alto I Wind	MEC	MEC	[n/a]	MISO	Central	11/2019	250.0	250.0	N	2
MEC	ER96-719	Orient Wind I	MEC	MEC	[n/a]	MISO	Central	12/2018	102.0	102.0	N	2
MEC	ER96-719	Orient Wind II	MEC	MEC	[n/a]	MISO	Central	11/2019	398.0	398.0	N	2
MEC	ER96-719	Investor Wind	MEC	MEC	[n/a]	MISO	Central	11/2018	90.8	90.8	N	2
MEC	ER96-719	Arbor Hill I Wind	MEC	MEC	[n/a]	MISO	Central	12/2018	250.0	250.0	N	2
MEC	ER96-719	Ida Grove II Wind	MEC	MEC	[n/a]	MISO	Central	11/2019	201.1	200.9	N	2
MidAmerican Energy Services, LLC	ER15-2211	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	[n/a]	
Nevada Power Company ("NPC")	ER01-1529	Chuck Lenzle 1	NPC	NPC	10/2005	NEVP	Northwest	10/2005	732.8	585.0	S	
NPC	ER01-1529	Chuck Lenzle 2	NPC	NPC	11/2005	NEVP	Northwest	11/2005	732.8	585.0	S	
NPC	ER01-1529	Silverhawk 1	NPC	NPC	01/2006	NEVP	Northwest	05/2004	664.4	560.0	S	
NPC	ER01-1529	Clark GT4	NPC	NPC	06/1973	NEVP	Northwest	06/1973	72.4	55.0	S	
NPC	ER01-1529	Clark GT5	NPC	NPC	05/1979	NEVP	Northwest	05/1979	92.5	73.0	S	
NPC	ER01-1529	Clark GT6	NPC	NPC	05/1979	NEVP	Northwest	05/1979	92.5	73.0	S	
NPC	ER01-1529	Clark GT7	NPC	NPC	06/1980	NEVP	Northwest	06/1980	92.5	73.0	S	
NPC	ER01-1529	Clark GT8	NPC	NPC	06/1982	NEVP	Northwest	06/1982	92.5	73.0	S	
NPC	ER01-1529	Clark 9	NPC	NPC	05/1993	NEVP	Northwest	05/1993	104.4	85.0	S	
NPC	ER01-1529	Clark 10	NPC	NPC	05/1994	NEVP	Northwest	05/1994	104.4	85.0	S	
NPC	ER01-1529	Clark GT 11-14	NPC	NPC	04/2008	NEVP	Northwest	04/2008	242.0	208.0	S	
NPC	ER01-1529	Clark GT 15-18	NPC	NPC	06/2008	NEVP	Northwest	06/2008	242.0	208.0	S	
NPC	ER01-1529	Clark GT 19-22	NPC	NPC	06/2008	NEVP	Northwest	06/2008	240.9	208.0	S	
NPC	ER01-1529	Harry Allen GT3	NPC	NPC	05/1995	NEVP	Northwest	05/1995	101.5	74.0	S	
NPC	ER01-1529	Harry Allen GT4	NPC	NPC	04/2006	NEVP	Northwest	04/2006	85.0	74.0	S	
NPC	ER01-1529	Harry Allen CC	NPC	NPC	01/2011	NEVP	Northwest	01/2011	558.5	510.0	S	
NPC	ER01-1529	Las Vegas Cogen I	NPC	NPC	12/2014	NEVP	Northwest	06/2008	61.3	48.0	S	
NPC	ER01-1529	Las Vegas Cogen II	NPC	NPC	12/2014	NEVP	Northwest	04/2004	297.5	224.0	S	
NPC	ER01-1529	SunPeak GT3-GT5	NPC	NPC	12/2014	NEVP	Northwest	06/1991	294.4	216.0	S	
NPC	ER01-1529	Navajo 1	NPC	NPC	05/1974	NEVP	Southwest	05/1974	803.1	750.0	S	10
NPC	ER01-1529	Navajo 2	NPC	NPC	04/1975	NEVP	Southwest	04/1975	803.1	750.0	S	10
NPC	ER01-1529	Navajo 3	NPC	NPC	04/1976	NEVP	Southwest	04/1976	803.1	750.0	S	10
NPC	ER01-1529	Higgins, Walter M. III	NPC	NPC	10/2008	NEVP	Northwest	02/2004	688.4	550.0	S	
NPC	ER01-1529	Goodsprings	NPC	NPC	11/2010	NEVP	Northwest	11/2010	7.5	6.5	S	
NPC	ER01-1529	Nellis Solar	NPC	NPC	11/2015	NEVP	Northwest	11/2015	15.0	14.0	N	
PacifiCorp	ER97-2801	Ashton Hydro	PacifiCorp	PacifiCorp	01/1917	PACE	Northwest	01/1917	6.7	3.5	U	1
PacifiCorp	ER97-2801	Bigfork Hydro	PacifiCorp	PacifiCorp	01/1910	PACE	Northwest	01/1910	4.15	4.6	U	1
PacifiCorp	ER97-2801	Black Cap Solar, LLC	PacifiCorp	PacifiCorp	10/2012	PACE	Northwest	10/2012	2.00	2.0	S	19
PacifiCorp	ER97-2801	Blundell Geothermal	PacifiCorp	PacifiCorp	07/1984	PACE	Northwest	07/1984	38.1	34.0	S	1, 6
PacifiCorp	ER97-2801	Cholla Coal Unit 4	PacifiCorp	PacifiCorp	06/1981	PACE	Northwest	06/1981	414.0	380.0	S	6

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PacifiCorp	ER97-2801	Current Creek Gas	PacifiCorp	PacifiCorp	06/2005	PACE	Northwest	06/2005	566.9	524.2	S	6
PacifiCorp	ER97-2801	Cutler Hydro	PacifiCorp	PacifiCorp	01/1927	PACE	Northwest	01/1927	30.0	10.1	U	
PacifiCorp	ER97-2801	Dave Johnston Coal	PacifiCorp	PacifiCorp	02/1959	PACE	Northwest	02/1959	816.8	760.0	S	1, 6
PacifiCorp	ER97-2801	Dunlap Ranch Wind	PacifiCorp	PacifiCorp	10/2010	PACE	Northwest	10/2010	111.0	30.9	E	
PacifiCorp	ER97-2801	Foot Creek Wind	PacifiCorp	PacifiCorp	04/1999	PACE	Northwest	04/1999	40.2	8.2	U	13
PacifiCorp	ER97-2801	Gedsby Gas	PacifiCorp	PacifiCorp	09/1951	PACE	Northwest	09/1951	432.7	354.5	S	1, 6
PacifiCorp	ER97-2801	Glenrock Wind 1 & 3	PacifiCorp	PacifiCorp	12/2008	PACE	Northwest	12/2008	138.0	31.6	U	1
PacifiCorp	ER97-2801	Grace Hydro	PacifiCorp	PacifiCorp	01/1908	PACE	Northwest	01/1908	33.0	13.9	U	1
PacifiCorp	ER97-2801	Granite Hydro	PacifiCorp	PacifiCorp	01/1900	PACE	Northwest	01/1900	2.0	1.0	U	
PacifiCorp	ER97-2801	Gunlock Hydro	PacifiCorp	PacifiCorp	01/1917	PACE	Northwest	01/1917	0.75	0.4	E	
PacifiCorp	ER97-2801	High Plains Wind	PacifiCorp	PacifiCorp	09/2009	PACE	Northwest	09/2009	99.0	21.7	U	
PacifiCorp	ER97-2801	Hunter Coal	PacifiCorp	PacifiCorp	06/1978	PACE	Northwest	06/1978	1577.2	1361.0	S	14
PacifiCorp	ER97-2801	Huntington Coal	PacifiCorp	PacifiCorp	07/1974	PACE	Northwest	07/1974	996.0	909.0	S	6
PacifiCorp	ER97-2801	Lake Side Gas	PacifiCorp	PacifiCorp	09/2007	PACE	Northwest	09/2007	591.3	547.0	S	6
PacifiCorp	ER97-2801	Lake Side 2 Gas	PacifiCorp	PacifiCorp	05/2014	PACE	Northwest	05/2014	655.2	629.0	S	6
PacifiCorp	ER97-2801	Last Chance Hydro	PacifiCorp	PacifiCorp	02/1984	PACE	Northwest	02/1984	1.73	0.7	U	
PacifiCorp	ER97-2801	McFadden Ridge Wind	PacifiCorp	PacifiCorp	09/2009	PACE	Northwest	09/2009	28.5	6.8	U	
PacifiCorp	ER97-2801	Naughton Coal	PacifiCorp	PacifiCorp	05/1963	PACE	Northwest	05/1963	707.2	637.0	S	1, 6
PacifiCorp	ER97-2801	Oneida Hydro	PacifiCorp	PacifiCorp	01/1915	PACE	Northwest	01/1915	30.0	6.0	U	1
PacifiCorp	ER97-2801	Paris Hydro	PacifiCorp	PacifiCorp	01/1910	PACE	Northwest	01/1910	0.72	0.3	E	
PacifiCorp	ER97-2801	Pioneer Hydro	PacifiCorp	PacifiCorp	01/1914	PACE	Northwest	01/1914	5.0	2.3	E	
PacifiCorp	ER97-2801	Rolling Hills Wind	PacifiCorp	PacifiCorp	01/2009	PACE	Northwest	01/2009	99.0	4.6	U	
PacifiCorp	ER97-2801	Sand Cove Hydro	PacifiCorp	PacifiCorp	01/1920	PACE	Northwest	01/1920	0.8	0.4	E	
PacifiCorp	ER97-2801	Seven Mile Hill Wind 1 & 2	PacifiCorp	PacifiCorp	12/2008	PACE	Northwest	12/2008	118.5	28.9	U	
PacifiCorp	ER97-2801	Soda Hydro	PacifiCorp	PacifiCorp	01/1924	PACE	Northwest	01/1924	14.45	3.2	U	
PacifiCorp	ER97-2801	Stairs Hydro	PacifiCorp	PacifiCorp	01/1914	PACE	Northwest	01/1914	1.0	0.8	U	
PacifiCorp	ER97-2801	Veyo Hydro	PacifiCorp	PacifiCorp	01/1920	PACE	Northwest	01/1920	0.5	0.2	E	
PacifiCorp	ER97-2801	Viva Naughton Hydro	PacifiCorp	PacifiCorp	04/1986	PACE	Northwest	04/1986	0.74	0.3	E	
PacifiCorp	ER97-2801	Weber Hydro	PacifiCorp	PacifiCorp	01/1949	PACE	Northwest	01/1949	3.85	2.0	U	
PacifiCorp	ER97-2801	Wyodak Coal	PacifiCorp	PacifiCorp	09/1978	PACE	Northwest	09/1978	402.3	332.0	S	15
PacifiCorp	ER97-2801	Bend Hydro	PacifiCorp	PacifiCorp	01/1913	PACW	Northwest	01/1913	1.11	0.3	U	1
PacifiCorp	ER97-2801	Clearwater 1 Hydro	PacifiCorp	PacifiCorp	08/1953	PACW	Northwest	08/1953	15.0	3.7	U	
PacifiCorp	ER97-2801	Clearwater 2 Hydro	PacifiCorp	PacifiCorp	11/1953	PACW	Northwest	11/1953	26.0	6.4	U	
PacifiCorp	ER97-2801	Colstrip Coal	PacifiCorp	PacifiCorp	01/1984	PACW	Northwest	01/1984	1556.0	1480.0	S	1, 12
PacifiCorp	ER97-2801	Copco 1 Hydro	PacifiCorp	PacifiCorp	01/1918	PACW	Northwest	01/1918	20.0	13.2	U	1
PacifiCorp	ER97-2801	Copco 2 Hydro	PacifiCorp	PacifiCorp	07/1925	PACW	Northwest	07/1925	27.0	16.0	U	1
PacifiCorp	ER97-2801	Eagle Point Hydro	PacifiCorp	PacifiCorp	11/1957	PACW	Northwest	11/1957	2.81	1.9	U	
PacifiCorp	ER97-2801	East Side Hydro	PacifiCorp	PacifiCorp	08/1924	PACW	Northwest	08/1924	3.2	1.4	E	
PacifiCorp	ER97-2801	Fall Creek Hydro	PacifiCorp	PacifiCorp	09/1903	PACW	Northwest	09/1903	2.2	1.6	U	1
PacifiCorp	ER97-2801	Fish Creek Hydro	PacifiCorp	PacifiCorp	06/1952	PACW	Northwest	06/1952	11.0	3.8	U	
PacifiCorp	ER97-2801	Goodnoe Hills Wind	PacifiCorp	PacifiCorp	05/2008	PACW	Northwest	05/2008	94.0	28.2	E	
PacifiCorp	ER97-2801	Hermiston Gas	PacifiCorp	PacifiCorp	07/1996	PACW	Northwest	07/1996	621.2	464.0	S	16
PacifiCorp	ER97-2801	Iron Gate Hydro	PacifiCorp	PacifiCorp	02/1962	PACW	Northwest	02/1962	18.0	15.7	U	
PacifiCorp	ER97-2801	Jim Bridger Coal	PacifiCorp	PacifiCorp	11/1974	PACW	Northwest	11/1974	2441.9	2111.0	S	1, 17
PacifiCorp	ER97-2801	John C Boyle Hydro	PacifiCorp	PacifiCorp	10/1958	PACW	Northwest	10/1958	97.98	29.0	U	1
PacifiCorp	ER97-2801	Leaning Juniper Wind	PacifiCorp	PacifiCorp	09/2006	PACW	Northwest	09/2006	100.5	32.6	E	

Table of Assets - Generation

Berkshire Hathaway Parties and Energy Affiliates	Docket # Where MBR Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
PacifiCorp	ER97-2801	Lemolo 1 Hydro	PacifiCorp	PacifiCorp	07/1955	PACW	Northwest	07/1955	31.99	17.6	U	
PacifiCorp	ER97-2801	Lemolo 2 Hydro	PacifiCorp	PacifiCorp	11/1956	PACW	Northwest	11/1956	38.5	21.2	U	
PacifiCorp	ER97-2801	Marengo Wind 1 & 2	PacifiCorp	PacifiCorp	08/2007	PACW	Northwest	08/2007	210.6	58.7	U	
PacifiCorp	ER97-2801	Merwin Hydro	PacifiCorp	PacifiCorp	06/2008	PACW	Northwest	01/1932	136.0	80.5	U	
PacifiCorp	ER97-2801	Prospect 1 Hydro	PacifiCorp	PacifiCorp	01/1912	PACW	Northwest	01/1912	3.76	2.6	U	
PacifiCorp	ER97-2801	Prospect 2 Hydro	PacifiCorp	PacifiCorp	02/1928	PACW	Northwest	02/1928	32.0	20.3	U	
PacifiCorp	ER97-2801	Prospect 3 Hydro	PacifiCorp	PacifiCorp	04/1932	PACW	Northwest	04/1932	7.2	4.3	U	
PacifiCorp	ER97-2801	Prospect 4 Hydro	PacifiCorp	PacifiCorp	11/1944	PACW	Northwest	11/1944	1.0	0.5	U	
PacifiCorp	ER97-2801	Slide Creek Hydro	PacifiCorp	PacifiCorp	07/1951	PACW	Northwest	07/1951	18.0	7.5	U	
PacifiCorp	ER97-2801	Soda Springs Hydro	PacifiCorp	PacifiCorp	03/1952	PACW	Northwest	03/1952	11.0	6.4	U	
PacifiCorp	ER97-2801	Swift 1 Hydro	PacifiCorp	PacifiCorp	12/1958	PACW	Northwest	12/1958	240.0	62.2	U	
PacifiCorp	ER97-2801	Toketee Hydro	PacifiCorp	PacifiCorp	03/1950	PACW	Northwest	12/1949	42.5	25.3	U	
PacifiCorp	ER97-2801	Wallowa Falls Hydro	PacifiCorp	PacifiCorp	01/1921	PACW	Northwest	01/1921	1.1	0.7	U	
PacifiCorp	ER97-2801	West Side Hydro	PacifiCorp	PacifiCorp	10/1908	PACW	Northwest	10/1908	0.6	0.3	E	
PacifiCorp	ER97-2801	Yale Hydro	PacifiCorp	PacifiCorp	09/1953	PACW	Northwest	09/1953	134.0	86.5	U	1
PacifiCorp	ER97-2801	Chehalis Gas	PacifiCorp	PacifiCorp	09/2008	BPA	Northwest	03/2008	593.3	477.0	S	6
PacifiCorp	ER97-2801	Hayden Coal	PacifiCorp	PacifiCorp	07/1965	PSCO	Northwest	07/1965	485.4	446.0	S	1, 18
PacifiCorp	ER97-2801	Craig Coal	PacifiCorp	PacifiCorp	11/1979	WACM	Northwest	11/1979	1427.6	1304.0	S	1, 11
Sierra Pacific Power Company ("SPPC")	ER01-1527	Fort Churchill 1	SPPC	SPPC	09/1968	NEVP	Northwest	09/1968	115.0	113.0	S	
SPPC	ER01-1527	Fort Churchill 2	SPPC	SPPC	09/1971	NEVP	Northwest	09/1971	115.0	113.0	S	
SPPC	ER01-1527	Tracy 3	SPPC	SPPC	10/1974	NEVP	Northwest	10/1974	119.8	108.0	S	
SPPC	ER01-1527	Tracy 4 & 5	SPPC	SPPC	12/1996	NEVP	Northwest	12/1996	119.9	104.0	S	
SPPC	ER01-1527	Tracy CC	SPPC	SPPC	02/2008	NEVP	Northwest	02/2008	623.2	553.0	S	
SPPC	ER01-1527	Tracy GT3	SPPC	SPPC	07/1994	NEVP	Northwest	07/1994	85.0	66.3	S	
SPPC	ER01-1527	Tracy GT4	SPPC	SPPC	07/1994	NEVP	Northwest	07/1994	85.0	66.3	S	
SPPC	ER01-1527	Valmy 1	SPPC/IPC	SPPC/IPC	12/1981	NEVP	Northwest	12/1981	277.2	254.0	S	9
SPPC	ER01-1527	Valmy 2	SPPC/IPC	SPPC/IPC	05/1985	NEVP	Northwest	05/1985	269.8	268.0	S	9

Table of Assets - PPAs

Berkshire Hathaway Parties and Energy Affiliates	Seller Name	Amount of PPA (MW)	Location			Start Date (mo/day/yr)	End Date (mo/day/yr)	Type of PPA (Unit or System)	End Note Number (Enter text in End Note Tab)
			Market / Balancing Authority Area (Source)	Market / Balancing Authority Area (Sink)	Geographic Region (Sink)				
NPC	American Capital Energy-Searchlight Solar LLC	17.5	NEVP	NEVP	Southwest	12/16/2014	12/31/2034	Unit	
NPC	Apex Landfill-Republic Services Renewable Energy, LLC	12.0	NEVP	NEVP	Southwest	3/1/2012	12/31/2032	Unit	
NPC	Boulder Solar I-Southern Company	100.0	NEVP	NEVP	Southwest	12/9/2016	12/31/2036	Unit	
NPC	Desert Peak 2-ORNI 3 LLC	25.0	NEVP	NEVP	Northwest	4/17/2007	12/31/2027	Unit	
NPC	Galena 2-ORNI 9	13.0	NEVP	NEVP	Northwest	5/2/2007	12/31/2027	Unit	
NPC	Jersey Valley-ORNI 15 LLC	22.5	NEVP	NEVP	Northwest	8/30/2011	12/31/2031	Unit	
NPC	RV Apex-Apex Nevada Solar LLC	20.0	NEVP	NEVP	Southwest	7/21/2012	12/31/2037	Unit	
NPC	Salt Wells-Enel Salt Wells, LLC	23.6	NEVP	NEVP	Northwest	9/18/2009	12/31/2029	Unit	
NPC	Tuscarora-ORNI 42 LLC	32.0	NEVP	NEVP	Northwest	1/11/2012	12/31/2032	Unit	
NPC	WM Renewable Energy-WM Nevada Renewable Energy, LLC	3.2	NEVP	NEVP	Northwest	4/1/2012	12/31/2032	Unit	
NPC	U.S. Bureau of Reclamation/Boulder Canyon Project(Hoover)	237.6	WALC	NEVP	Southwest	10/1/2017	9/30/2067	Unit	
NPC	Acciona Energy-Acciona Solar Power/Nevada Solar One	46.9	NEVP	NEVP	Southwest	6/27/2007	12/31/2027	Unit	
NPC	Nevada Cogeneration Associates No 1-Northern Star Generation/Nevada Cogeneration 1	86.0	NEVP	NEVP	Southwest	6/18/1992	4/30/2023	Unit	
NPC	Nevada Cogeneration Associates No 2-Quantum NCA2 GP1, LLC/Nevada Cogeneration 2	85.0	NEVP	NEVP	Southwest	2/1/1993	4/30/2023	Unit	
NPC	Eastern Sierra Energy (NRG)/Paragon Saguaro, LLC-Saguaro Power Company/Saguaro	90.0	NEVP	NEVP	Southwest	10/17/1991	4/30/2022	Unit	
NPC	Enbridge Inc.-Silver State Solar Power North, LLC/Silver State North	52.0	NEVP	NEVP	Southwest	4/25/2012	12/31/2037	Unit	

Table of Assets - PPAs

Berkshire Hathaway Parties and Energy Affiliates	Seller Name	Amount of PPA (MW)	Location			Start Date (mo/da/yr)	End Date (mo/da/yr)	Type of PPA (Unit or System)	End Note Number (Enter text in End Note Tab)
			Market / Balancing Authority Area (Source)	Market / Balancing Authority Area (Sink)	Geographic Region (Sink)				
NPC	Southern Turner Renewable Energy, LLC-FRV Spectrum Solar, LLC/FRV Spectrum	30.0	NEVP	NEVP	Southwest	9/23/2013	12/31/2038	Unit	
NPC	NextEra Energy Inc-Mountain View Solar, LLC/Mountain View	20.0	NEVP	NEVP	Southwest	1/5/2014	12/31/2039	Unit	
NPC	Enel Green Power North America, Inc.- Enel Stillwater, LLC/Stillwater Geo	47.2	NEVP	NEVP	Northwest	10/10/2009	12/31/2029	Unit	
NPC	Enel Green Power North America, Inc.- Enel Stillwater, LLC/Stillwater PV	22.0	NEVP	NEVP	Northwest	3/5/2012	12/31/2029	Unit	
NPC	Nevada Geothermal Power Company-NGP Blue Mountain I, LLC/Faulkner I Blue Mountain	49.50	NEVP	NEVP	Northwest	11/20/2009	12/31/2029	Unit	
NPC	Ormat Nevada, Inc.- ORNI 39, LLC/McGinness Hills	96.00	NEVP	NEVP	Northwest	6/20/2012	12/31/2032	Unit	
NPC	Pattern Renewables LP-Spring Valley Wind, LLC/Spring Valley	151.80	NEVP	NEVP	Northwest	8/16/2012	12/31/2032	Unit	
NPC	Tonopah / Crescent Dunes	110.00	NEVP	NEVP	Northwest	11/9/2015	12/31/2040	Unit	
NPC	Switch Station 1 / Playa Solar 2	100.00	NEVP	NEVP	Northwest	8/8/2017	12/31/2037	Unit	
NPC	Switch Station 2 / Playa Solar 1	0.00	NEVP	NEVP	Northwest	10/11/2017	12/31/2037	Unit	
SPPC	Switch Station 2 / Playa Solar 1	79.00	NEVP	NEVP	Northwest	10/11/2017	12/31/2037	Unit	
SPPC	Beowawe-Beowawe Power LLC	17.7	NEVP	NEVP	Northwest	4/21/2006	12/31/2025	Unit	
SPPC	Boulder Solar II-AEP Renewables	50.0	NEVP	NEVP	Southwest	1/27/2017	12/31/2037	Unit	
SPPC	Brady-Brady Power Partners	24.0	NEVP	NEVP	Northwest	7/30/1992	7/29/2022	Unit	
SPPC	Burdette-ORNI 7 LLC	26.0	NEVP	NEVP	Northwest	2/28/2006	12/31/2026	Unit	
SPPC	Homestretch-Homestretch Geothermal LLC	5.6	NEVP	NEVP	Northwest	6/1/1987	12/31/2018	Unit	
SPPC	Soda Lake 1-Amor IX LLC	3.6	NEVP	NEVP	Northwest	12/31/1987	12/31/2018	Unit	
SPPC	Soda Lake 2-Amor IX LLC	19.5	NEVP	NEVP	Northwest	8/4/1991	8/4/2021	Unit	
SPPC	Steamboat 1A- Steamboat Geothermal LLC	0.0	NEVP	NEVP	Northwest	12/13/1988	12/13/2018	Unit	8

Table of Assets - PPAs

Berkshire Hathaway Parties and Energy Affiliates	Seller Name	Amount of PPA (MW)	Location		Geographic Region (Sink)	Start Date (mo/da/yr)	End Date (mo/da/yr)	Type of PPA (Unit or System)	End Note Number (Enter text in End Note Tab)
			Market / Balancing Authority Area (Source)	Market / Balancing Authority Area (Sink)					
SPPC	Steamboat 2- Steamboat Development Corp.	13.4	NEVP	NEVP	Northwest	12/13/1992	12/12/2022	Unit	
SPPC	Steamboat 3- Steamboat Development Corp.	13.4	NEVP	NEVP	Northwest	12/19/1992	12/18/2022	Unit	
SPPC	TCID New Lahontan-Truckee Carson Irrigation District	4.0	NEVP	NEVP	Northwest	6/12/1989	6/11/2039	Unit	
SPPC	TMWA Fleish-Truckee Meadows Water Authority	2.4	NEVP	NEVP	Northwest	5/16/2008	6/1/2028	Unit	
SPPC	TMWA Verdi-Truckee Meadows Water Authority	2.4	NEVP	NEVP	Northwest	5/15/2009	8/1/2029	Unit	
SPPC	TMWA Washoe-Truckee Meadows Water Authority	2.5	NEVP	NEVP	Northwest	7/25/2008	6/1/2028	Unit	
SPPC	USG San Emido-US Geothermal Inc.	11.8	NEVP	NEVP	Northwest	5/25/2012	12/31/2037	Unit	
SPPC	Newmont Nevada Energy Investment, LLC / Newmont Coal Facility	179.0	NEVP	NEVP	Northwest	6/1/2008	5/31/2023	Unit	
SPPC	Ormat Nevada-ORNI 14, LLC / Galena 3	26.5	NEVP	NEVP	Northwest	2/21/2008	12/31/2028	Unit	
SPPC	Nevada Controls, LLC/RO Ranch Hydro	0.00	NEVP	NEVP	Northwest	3/15/2011	N/A	Unit	8
SPPC	Young Brothers / Kingston Hydro	0.18	NEVP	NEVP	Northwest	9/19/2011	N/A	Unit	
SPPC	Van Norman Ranches, LLC / Mill Creek Hydro	0.04	NEVP	NEVP	Northwest	9/1/2011	N/A	Unit	
SPPC	Acciona Energy-Acciona Solar Power/Nevada Solar One	22.10	NEVP	NEVP	Northwest	6/27/2007	12/31/2027	Unit	
SPPC	Apple / Forth Churchill Apple Solar	19.50	NEVP	NEVP	Northwest	8/5/2015	8/4/2040	Unit	4
MEC	Lincoln Electric System	50.0	MISO	MISO	Central	1/1/2008	12/31/2028	Unit	
MEC	City of Davenport, Iowa	1.3	MISO	MISO	Central	11/16/1995	11/16/2028	Unit	
MEC	Waste Management of Iowa, Inc.	6.4	MISO	MISO	Central	11/12/1993	11/12/2026	Unit	
MEC	Carroll Area Wind Farm, LLC	20.7	MISO	MISO	Central	1/13/2015	12/31/2040	Unit	
MEC	Altete Clean Energy, Inc.	112.5	MISO	MISO	Central	5/17/1999	11/16/2019	Unit	
MEC	Exelon Generation Company, LLC	180	PJM	MISO	Northeast	3/5/2018	5/31/2019	Unit	

Table of Assets - PPAs

Berkshire Hathaway Parties and Energy Affiliates	Seller Name	Amount of PPA (MW)	Location			Start Date (mo/da/yr)	End Date (mo/da/yr)	Type of PPA (Unit or System)	End Note Number (Enter text in End Note Tab)
			Market / Balancing Authority Area (Source)	Market / Balancing Authority Area (Sink)	Geographic Region (Sink)				
PacifiCorp	Apple, Inc.	2.99	PACW	PACW	Northwest	4/6/2012	4/14/2028	Unit	
PacifiCorp	Biomass One, L.P.	30.00	PACW	PACW	Northwest	1/1/2012	12/31/2026	Unit	
PacifiCorp	Chevron U.S.A. Inc/Casper Wind	16.50	PACE	PACE	Northwest	7/1/2016	6/30/2018	Unit	
PacifiCorp	City of Hurricane	1.00	PACE	PACE	Northwest	9/1/2017	8/30/2022	System	
PacifiCorp	Deseret Generation and Transmission Cooperative	100.0	PACE	PACE	Northwest	6/1/2005	9/30/2024	Unit	
PacifiCorp	Enterprise Solar, LLC	80.00	PACE	PACE	Northwest	7/29/2016	7/21/2036	Unit	
PacifiCorp	Escalante Solar I, LLC	80.00	PACE	PACE	Northwest	8/31/2016	8/30/2036	Unit	
PacifiCorp	Escalante Solar II, LLC	80.00	PACE	PACE	Northwest	8/31/2016	8/30/2036	Unit	
PacifiCorp	Escalante Solar III, LLC	80.00	PACE	PACE	Northwest	8/31/2016	8/30/2036	Unit	
PacifiCorp	Foot Creek II, LLC	1.80	PACE	PACE	Northwest	6/18/2014	6/17/2019	Unit	
PacifiCorp	Foot Creek III, LLC	24.50	PACE	PACE	Northwest	8/1/2014	7/31/2019	Unit	
PacifiCorp	Granite Mountain - East	80.00	PACE	PACE	Northwest	8/1/2016	7/31/2036	Unit	
PacifiCorp	Granite Mountain - West	50.40	PACE	PACE	Northwest	8/1/2016	7/31/2036	Unit	
PacifiCorp	Iron Springs Solar LLC	80.00	PACE	PACE	Northwest	8/15/2016	8/14/2036	Unit	
PacifiCorp	Latigo Wind Park, LLC	60.00	PACE	PACE	Northwest	3/11/2016	4/30/2035	Unit	
PacifiCorp	Meadow Creek Project Company LLC - Five Pine	39.90	PACE	PACE	Northwest	12/22/2012	12/30/2032	Unit	
PacifiCorp	Meadow Creek Project Company LLC - North Point	79.80	PACE	PACE	Northwest	12/11/2012	12/30/2032	Unit	
PacifiCorp	Mountain Wind Power II, LLC	79.80	PACE	PACE	Northwest	9/29/2008	9/29/2033	Unit	
PacifiCorp	Mountain Wind Power, LLC	60.90	PACE	PACE	Northwest	7/2/2008	7/1/2033	Unit	
PacifiCorp	Old Mill Solar LLC	5.00	PACW	PACW	Northwest	4/13/2016	12/14/2040	Unit	
PacifiCorp	Pavant Solar LLC	50.00	PACE	PACE	Northwest	12/30/2015	12/30/2035	Unit	
PacifiCorp	Pavant Solar II, LLC	50.00	PACE	PACE	Northwest	11/22/2016	11/21/2036	Unit	
PacifiCorp	Pioneer Wind Park I LLC	80.00	PACE	PACE	Northwest	10/27/2016	10/26/2036	Unit	
PacifiCorp	Three Peaks Power LLC	80.00	PACE	PACE	Northwest	12/9/2016	12/8/2036	Unit	
PacifiCorp	Pavant Solar III LLC	20.00	PACE	PACE	Northwest	12/31/2016	12/30/2036	Unit	
PacifiCorp	Sunnyside Cogeneration Associates	53.00	PACE	PACE	Northwest	9/1/1993	8/31/2023	Unit	
PacifiCorp	Utah Red Hills Renewable Park, LLC	80.00	PACE	PACE	Northwest	12/16/2015	12/30/2036	Unit	
PacifiCorp	Wolverine Creek Energy, LLC	64.5	PACE	PACE	Northwest	4/29/2005	4/28/2025	Unit	

Table of Assets - PPAs

Berkshire Hathaway Parties and Energy Affiliates	Seller Name	Amount of PPA (MW)	Location			Start Date (mo/da/yr)	End Date (mo/da/yr)	Type of PPA (Unit or System)	End Note Number (Enter text in End Note Tab)
			Market / Balancing Authority Area (Source)	Market / Balancing Authority Area (Sink)	Geographic Region (Sink)				
PacifiCorp	Arizona Public Service Company	480.00		PACE	Northwest	9/21/1990	2/15/2021	System	7, Exchange
PacifiCorp	Bonneville Power Administration (Foote Creek IV)	16.80	PACE	PACE	Northwest	6/20/2006	10/1/2020	System	Exchange
PacifiCorp	Public Utility District No. 1 of Douglas County	38.00	MIDC	PACW	Northwest	9/1/1989	8/31/2018	System	
PacifiCorp	Public Utility District No. 1 of Douglas County	55.00	MIDC	PACW	Northwest	9/18/1983	8/31/2018	System	
PacifiCorp	Eurus Combine Hills 1, LLC	41.00	PACW	PACW	Northwest	6/17/2003	12/21/2023	Unit	
PacifiCorp	Public Utility District No. 2 of Grant County	171.00	MIDC	PACW	Northwest	11/1/2005	12/31/2052	System	
PacifiCorp	City of Idaho Falls	22.50	PACW	PACW	Northwest	1/29/1985	11/1/2023	Unit	
PacifiCorp	Portland General Electric	2.00	PACW	PACW	Northwest	6/2/1961	N/A	System	
PacifiCorp	Company of Colorado	150.00			Northwest	1/1/2015	10/31/2022	System	7, 23, Exchange
PacifiCorp	Rock River I, LLC	49.00	PACE	PACE	Northwest	1/22/2001	12/31/2021	Unit	
PacifiCorp	Swift II	51.80	PACW	PACW	Northwest	1/1/1958	1/1/2099	Unit	
PacifiCorp	Three Buttes Windpower, LLC	99.00	PACE	PACE	Northwest	12/31/2009	12/31/2029	Unit	
PacifiCorp	Top of the World Wind Energy LLC	200.20	PACE	PACE	Northwest	10/1/2010	12/30/2030	Unit	
PacifiCorp	In-State Generation and Transmission Association, Inc.	25.00		PACE	Northwest	11/9/1989	12/31/2020	System	7
PacifiCorp	Eugene Water and Electric Board	8.86	PACE	PACE	Northwest	10/12/1998	N/A	System	Exchange
PacifiCorp	Portland General Electric	120.00	PACW	PACW	Northwest	7/8/1993	N/A	System	Exchange
PacifiCorp	Seattle City Light	175.00	PACW	PACW	Northwest	1/1/2012	2/28/2022	System	Exchange
PacifiCorp	Utah Municipal Power Agency (West Valley)	185.00	PACE	PACE	Northwest	7/1/2017	6/30/2018	Unit	

Table of Assets - Transmission and Gas

MidAmerican Energy Company and its Energy Affiliates	Cite to Order Accepting OATT or Approving Transfer to ISO/RTO	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size	End Note Number
						Balancing Authority Area	Geographic Region		
Bishop Hill Interconnection LLC	138 FERC ¶ 61,169	138 Kilovolt Transmission Line	Bishop Hill Interconnection LLC	Bishop Hill Interconnection LLC	[n/a]	MISO	Central	28 pole miles	
MEC	128 FERC ¶ 61,046	345 Kilovolt Transmission Lines	MEC	MISO	2009	MISO	Central	969 line miles	20, 21, 24
MEC	128 FERC ¶ 61,046	161 Kilovolt Transmission Lines	MEC	MISO	2009	MISO	Central	1,390 line miles	20, 21, 24
MEC	128 FERC ¶ 61,046	69 Kilovolt Transmission Lines	MEC	MEC	[n/a]	MISO	Central	1,398 line miles	20, 22
NPC	80 FERC ¶ 61,143	Transmission Lines from 69 kV to 500 kV	NPC	NPC	[n/a]	NEVP	Northwest	1,725 line miles	
NPC/SPPC	80 FERC ¶ 61,143 / 77 FERC ¶ 61,266	500 kV One Nevada Transmission Line	NPC/SPPC and Great Basin Transmission, LLC	NPC	2014	NEVP	Northwest	231 line miles	
PacifiCorp	ER10-2562-000 (October 29, 2010)	500 Kilovolt Transmission Lines	PacifiCorp	PacifiCorp	[n/a]	PACE, PACW	Northwest	1,212 pole miles	20
PacifiCorp	ER10-2562-000 (October 29, 2010)	345 Kilovolt Transmission Lines	PacifiCorp	PacifiCorp	[n/a]	PACE, PACW, Idaho Power	Northwest	3,020 pole miles	20
PacifiCorp	ER10-2562-000 (October 29, 2010)	230 Kilovolt Transmission Lines	PacifiCorp	PacifiCorp	[n/a]	PACE, PACW	Northwest	3,344 pole miles	20
PacifiCorp	ER10-2562-000 (October 29, 2010)	161 Kilovolt Transmission Lines	PacifiCorp	PacifiCorp	[n/a]	PACE, PACW	Northwest	364 pole miles	20
PacifiCorp	ER10-2562-000 (October 29, 2010)	138 Kilovolt Transmission Lines	PacifiCorp	PacifiCorp	[n/a]	PACE, PACW	Northwest	2,302 pole miles	20
SPPC	77 FERC ¶ 61,266	Transmission Lines from 60kV to 345 kV	SPPC	SPPC	[n/a]	NEVP	Northwest	2,151 line miles	
Saranac Power Partners, L.P.	[n/a]	Intrastate Pipeline	North Country Gas Pipeline Corporation	North Country Gas Pipeline Corporation	[n/a]	NYISO	Northeast	22 miles	
Prairie Wind Transmission, LLC	[n/a]	345 Kilovolt Transmission Line	Prairie Wind Transmission, LLC	SPP	2014	SPP	Southwest	108 miles	

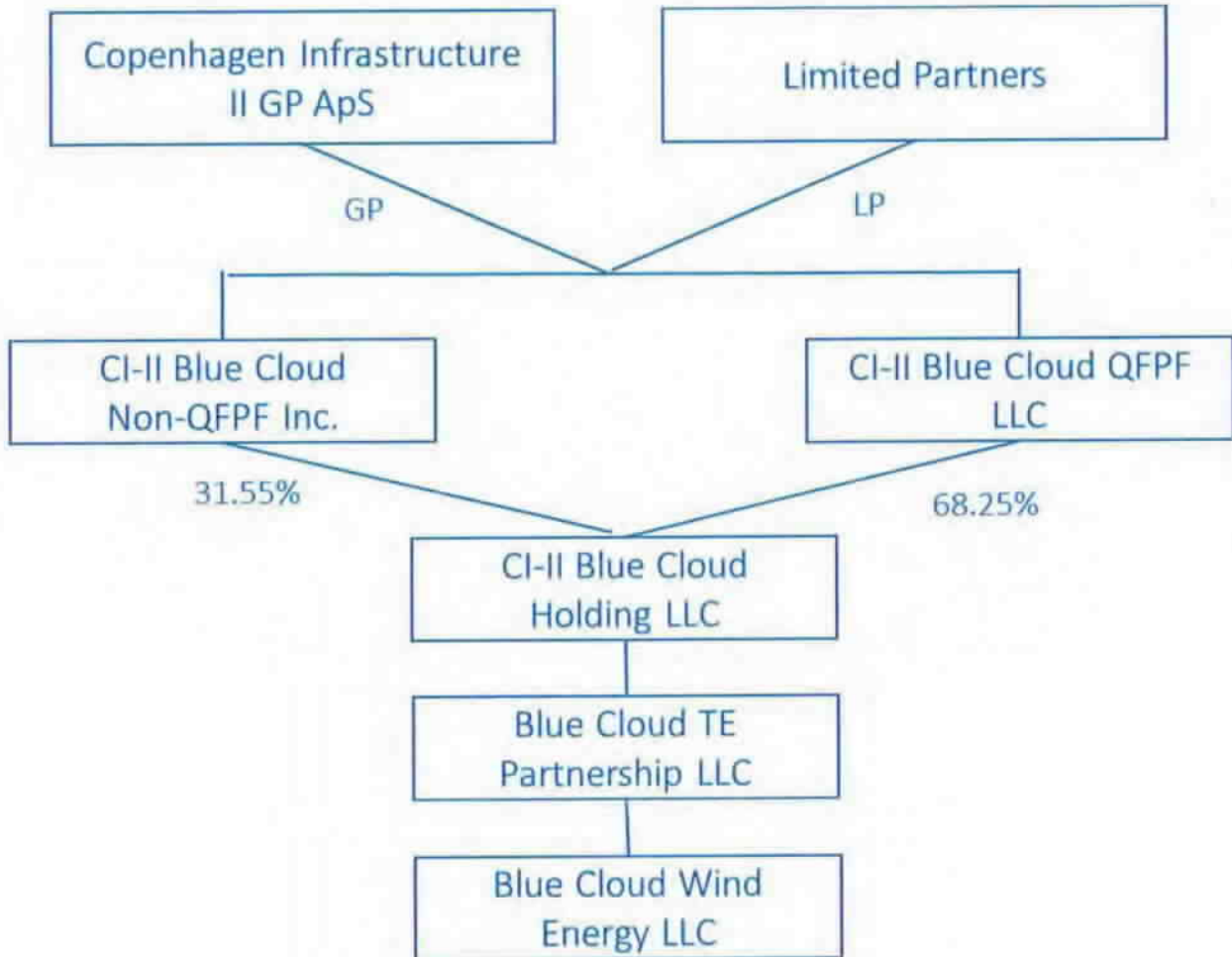
End Notes

End Note Number	Sheet (Generation, PPA, or Transmission/Natural)	Explanatory Note
1	Generation	Where the facility was placed in service in different years, the In-Service date indicates the first year of service.
2	Generation	Under construction or development with expected in-service date shown in Column I.
3	Generation	Reserved
4	PPA	Sierra Pacific Power Company leases the facility pursuant to a lease agreement.
5	Generation	For these jointly owned units, the amount of capacity provided in Column K is the amount owned by the relevant Berkshire Hathaway Party.
6	Generation	PacifiCorp has rights to the nameplate capacity of these jointly owned units provided in Column J.
7	PPA	PPA may be sourced from market, source may be unknown.
8	PPA	Facility is shutdown indefinitely
9	Generation	SPPC owns 50% of this facility, which is 138.6MW Nameplate (127MW Seasonal) for North Valmy 1 and 144.9MW Nameplate (134MW Seasonal) for North Valmy 2
10	Generation	NPC owns 11.3% of this facility, which is 90.75MW Nameplate (84.8MW Seasonal)
11	Generation	PacifiCorp owns 19.29% of Units 1 and 2 or 164MW
12	Generation	PacifiCorp owns 10% of Units 3 and 4 or 148MW
13	Generation	PacifiCorp owns 79% of this facility
14	Generation	PacifiCorp owns 93.75% of Unit 1 (442.7 MW), 60.31% of Unit 2 (258 MW) and 100% of Unit 3 (460 MW)
15	Generation	PacifiCorp owns 80% of this facility
16	Generation	PacifiCorp owns 50% of this facility
17	Generation	PacifiCorp owns 66.7% of this facility
18	Generation	PacifiCorp owns 25% of Unit 1 (46 MW) and 13% of Unit 2 (34.1 MW)
19	Generation	PacifiCorp owns this generation, but leases it to a third-party and has no rights to the output. Nevertheless, the output is conservatively assigned to PacifiCorp in the analysis.
20	Transmission	For jointly-owned lines, includes only the equivalent line miles of the Berkshire Hathaway Party's ownership interests.
21	Transmission	Excludes jointly-owned lines operated by another transmission owner in MISO.
22	Transmission	have not been transferred to MISO's functional control.
23	PPA	PacifiCorp may receive this energy in multiple BA's including PACE and AZPS.
24	Transmission	Reflects the transactions authorized by the Commission in its Orders issued in Docket Nos. EC17-50 and EC17-51 (ITC Midwest LLC, 158 FERC ¶ 62,037 (January 19, 2017) , MidAmerican Energy Company, 158 FERC ¶ 62,038 (January 19, 2017))

EXHIBIT C

PRE- AND POST-TRANSACTION ORGANIZATIONAL CHARTS

**Pre-Transaction
Organizational Chart for Blue Cloud Wind**



**Post-Transaction
Organizational Chart for Blue Cloud Wind**

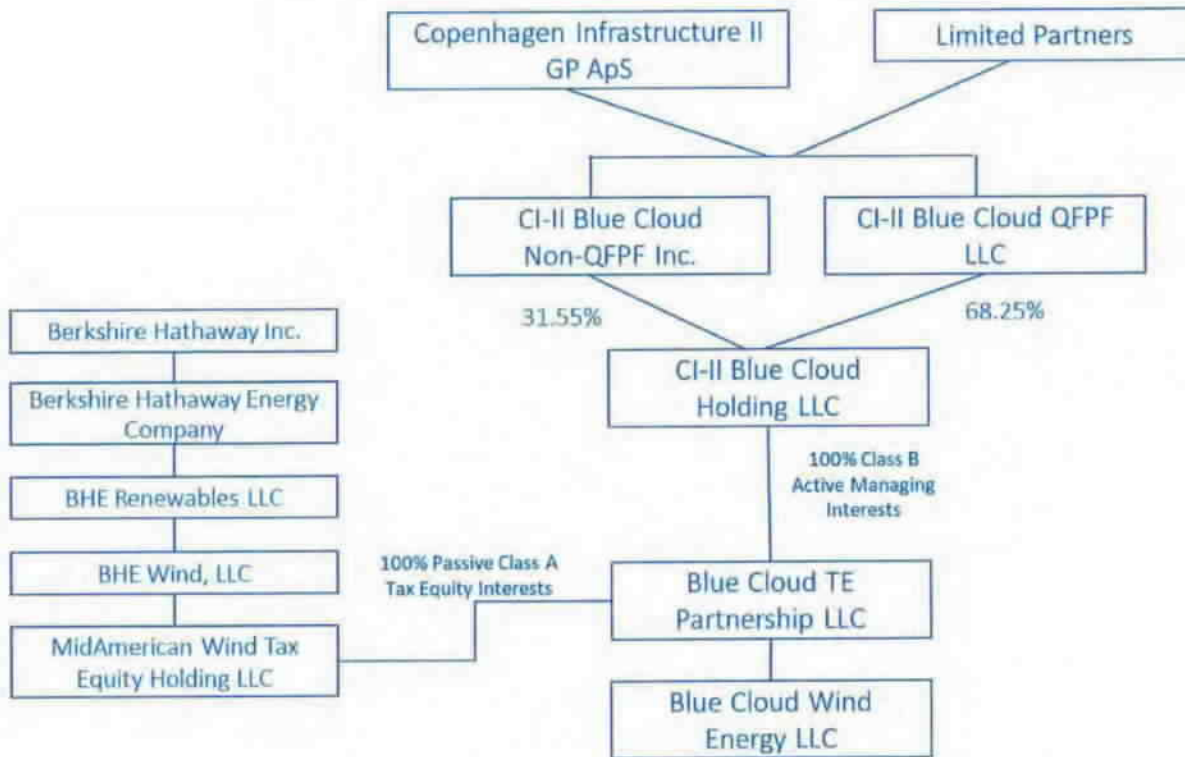


EXHIBIT I
EQUITY CAPITAL CONTRIBUTION AGREEMENT

PUBLIC VERSION

**CUI//PRIVILEGED AND CONFIDENTIAL INFORMATION HAS BEEN REMOVED
PURSUANT TO 18 C.F.R. § 388.112**

EXHIBIT M

Verifications on Cross-Subsidization

Because none of the parties to the Proposed Transaction is a traditional public utility with captive ratepayers in the United States or that owns or provides transmission service over jurisdictional transmission facilities in the United States, there is no issue with respect to cross-subsidization. Pursuant to section 33.2(j)(1) of the Commission's regulations, each Applicant provides assurances and verifies, based on facts and circumstances known to the Applicants or that are reasonably foreseeable, that the Proposed Transaction will not result in, at the time of the Proposed Transaction or in the future, cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company, including:

(1) Any transfer of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company;

(2) Any new issuance of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company;

(3) Any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or

(4) Any new affiliate contract between a non-utility associate company and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under sections 205 and 206 of the FPA.

APPENDIX 1

Proposed Protective Order

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

Blue Cloud Wind Energy, LLC)	Docket No. EC19-__-000
Blue Cloud TE Partnership LLC)	
Sponsor Blue Cloud HoldCo LLC)	
MidAmerican Wind Tax Equity Holdings, LLC)	

PROTECTIVE ORDER

(Issued _____)

1. Participants in this proceeding(s) may exchange documents or materials that are deemed to contain Privileged Material and/or Critical Energy/Electric Infrastructure Information (CEII), as those terms are defined herein. Accordingly, IT IS ORDERED THAT this Protective Order shall govern the use of all such material produced by, or on behalf of, any Participant in the above-captioned proceeding(s).

2. The Commission's regulations⁵⁶ and its policy governing the labelling of controlled unclassified information (CUI),⁵⁷ establish and distinguish the respective designations of Privileged Material and CEII. As to these designations, this Protective Order provides that a Participant:

- A. *may* designate as Privileged Material any material which customarily is treated by that Participant as commercially sensitive or proprietary or material subject to a legal privilege, which is not otherwise available to the public, and which, if disclosed, would subject that Participant or its customers to risk of competitive disadvantage or other business injury; and
- B. *must* designate as CEII, any material that meets the definition of that term as provided by 18 C.F.R. §§ 388.113(a), (c).

3. For the purposes of this Protective Order, the listed terms are defined as follows:

- A. Participant(s): As defined at 18 C.F.R. § 385.102(b).
- B. Privileged Material:⁵⁸
 - i. Material (including depositions) provided by a Participant in response to discovery requests or filed with the Commission, and that is designated as Privileged Material by such Participant;⁵⁹

⁵⁶ Compare 18 C.F.R. § 388.112 with 18 C.F.R. § 388.113.

⁵⁷ *Notice of Document Labelling Guidance for Documents Submitted to or Filed with the Commission or Commission Staff*, 82 Fed. Reg. 18632 (Apr. 20, 2017) (issued by Commission Apr. 14, 2017).

⁵⁸ The Commission's regulations state that "[f]or the purposes of the Commission's filing requirements, non-CEII subject to an outstanding claim of exemption from disclosure under FOIA, . . . , will be referred to as privileged material." 18 C.F.R. § 388.112(a). The regulations further state that "[f]or material filed in proceedings set for trial-type hearing or settlement judge proceedings, a participant's access to material for which privileged treatment is claimed is governed by the presiding official's protective order." 18 C.F.R. § 388.112(b)(2)(v).

⁵⁹ See *infra* P 11 for the procedures governing the labeling of this designation.

- ii. Any information contained in or obtained from such designated material;
- iii. Any other material which is made subject to this Protective Order by the Presiding Administrative Law Judge (Presiding Judge) or the Chief Administrative Law Judge (Chief Judge) in the absence of the Presiding Judge or where no presiding judge is designated, the Federal Energy Regulatory Commission (Commission), any court, or other body having appropriate authority, or by agreement of the Participants (subject to approval by the relevant authority);⁶⁰
- iv. Notes of Privileged Material (memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses Privileged Material);⁶¹ or
- v. Copies of Privileged Material.
- vi. Privileged Material does not include:
 - a. Any information or document that has been filed with and accepted into the public files of the Commission, or contained in the public files of any other federal or state agency, or any federal or state court, unless the information or document has been determined to be privileged by such agency or court;
 - b. Information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order; or
 - c. Any information or document labeled as "Non-Internet Public" by a Participant, in accordance with Paragraph 30 of FERC Order No. 630.⁶²
- vii. Additional Subcategories of Privileged Material in Oil Pipeline Proceedings:
 - a. Section 15(13) Privileged Material: Any materials, permitted to be produced by this Protective Order, concerning the nature, kind, quantity, destination or routing of any products tendered or delivered to a Participant for interstate transportation by or on behalf of a specific shipper, when the identity of the shipper is contained in or may be discerned from the material to be provided. This subcategory shall not apply if the shipper to whom such information pertains consents that the information be categorized as Privileged Material under the other provisions of this Protective Order or produced outside the scope of this Protective Order.

⁶⁰ The Commission's regulations state that "[a] presiding officer may, by order . . . restrict public disclosure of discoverable matter in order to . . . [p]reserve a privilege of a participant. . . ." 18 C.F.R. § 385.410(c)(3). To adjudicate such privileges, the regulations further state that "[i]n the absence of controlling Commission precedent, privileges will be determined in accordance with decisions of the Federal courts with due consideration to the Commission's need to obtain information necessary to discharge its regulatory responsibilities." 18 C.F.R. § 385.410(d)(1)(i).

⁶¹ Notes of Privileged Material are subject to the same restrictions for Privileged Material except as specifically provided in this Protective Order.

⁶² FERC Stat. & Reg. ¶ 31,140.

- b. **Highly Confidential Privileged Material:** A Participant may use this designation for those materials that are of such a commercially sensitive nature among the Participants or of such a private, personal nature that the producing Participant is able to justify a heightened level of confidential protection with respect to those materials.
 - C. **Critical Energy/Electric Infrastructure Information (CEII):** As defined at 18 C.F.R. §§ 388.113(a), (c).
 - D. **Non-Disclosure Certificate:** The certificate attached to this Protective Order, by which Participants granted access to Privileged Material and/or CEII must certify their understanding that such access to such material is provided pursuant to the terms and restrictions of this Protective Order, and that such Participants have read the Protective Order and agree to be bound by it. All executed Non-Disclosure Certificates must be served on all Participants on the official service list maintained by the Secretary of the Commission for this proceeding.
 - E. **Reviewing Representative:** A person who has signed a Non-Disclosure Certificate and who is:
 - i. Commission Trial Staff designated as such in this proceeding;
 - ii. An attorney who has made an appearance in this proceeding for a Participant;
 - iii. Attorneys, paralegals, and other employees associated for purposes of this case with an attorney who has made an appearance in this proceeding on behalf of a Participant;
 - iv. An expert or an employee of an expert retained by a Participant for the purpose of advising, preparing for, submitting evidence or testifying in this proceeding;
 - v. A person designated as a Reviewing Representative by order of the Presiding Judge, the Chief Judge, or the Commission; or
 - vi. Employees or other representatives of Participants appearing in this proceeding with significant responsibility for this docket.
4. Privileged Material and/or CEII shall be made available under the terms of this Protective Order only to Participants and only to their Reviewing Representatives as provided in Paragraphs 6-10 of this Protective Order. The contents of Privileged Material, CEII or any other form of information that copies or discloses such materials shall not be disclosed to anyone other than in accordance with this Protective Order and shall be used only in connection with this specific proceeding.
5. All Privileged Material and/or CEII must be maintained in a secure place. Access to those materials must be limited to Reviewing Representatives specifically authorized pursuant to Paragraphs 7-9 of this Protective Order.
6. Privileged Material and/or CEII must be handled by each Participant and by each Reviewing Representative in accordance with the Non-Disclosure Certificate executed pursuant to Paragraph 9 of this Protective Order. Privileged Material and/or CEII shall not be used except as necessary for the conduct of this proceeding, nor shall they (or the substance of their contents) be disclosed in any manner to any person except a Reviewing Representative who is engaged in this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding. Reviewing Representatives may make copies of Privileged

Material and/or CEII, but such copies automatically become Privileged Material and/or CEII. Reviewing Representatives may make notes of Privileged Material, which shall be treated as Notes of Privileged Material if they reflect the contents of Privileged Material.

7. If a Reviewing Representative's scope of employment includes any of the activities listed under this Paragraph 7, such Reviewing Representative may not use information contained in any Privileged Material and/or CEII obtained in this proceeding for a commercial purpose (e.g. to give a Participant or competitor of any Participant a commercial advantage):

- A. Energy marketing;
- B. Direct supervision of any employee or employees whose duties include energy marketing; or
- C. The provision of consulting services to any person whose duties include energy marketing.

8. In the event that a Participant wishes to designate a person not described in Paragraph 3.E above as a Reviewing Representative, the Participant must seek agreement from the Participant providing the Privileged Material and/or CEII. If an agreement is reached, the designee shall be a Reviewing Representative pursuant to Paragraph 3.D of this Protective Order with respect to those materials. If no agreement is reached, the matter must be submitted to the Presiding Judge for resolution.

9. A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Privileged Material and/or CEII pursuant to this Protective Order until three business days after that Reviewing Representative first has executed and served a Non-Disclosure Certificate.⁶³ However, if an attorney qualified as a Reviewing Representative has executed a Non-Disclosure Certificate, any participating paralegal, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. Attorneys designated Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this Protective Order, and must take all reasonable precautions to ensure that Privileged Material and/or CEII are not disclosed to unauthorized persons. All executed Non-Disclosure Certificates must be served on all Participants on the official service list maintained by the Secretary of the Commission for the proceeding.

10. Any Reviewing Representative may disclose Privileged Material and/or CEII to any other Reviewing Representative as long as both Reviewing Representatives have executed a Non-Disclosure Certificate. In the event any Reviewing Representative to whom Privileged Material and/or CEII are disclosed ceases to participate in this proceeding, or becomes employed or retained for a position that renders him or her ineligible to be a Reviewing Representative under Paragraph 3.D of this Protective Order, access to such materials by that person shall be terminated. Even if no longer engaged in this proceeding, every person who has executed a Non-Disclosure Certificate shall continue to be bound by the provisions of this Protective Order and the Non-Disclosure Certificate for as long as the Protective Order is in effect.⁶⁴

11. All Privileged Material and/or CEII in this proceeding filed with the Commission, submitted to the Presiding Judge, or submitted to any Commission personnel, must comply with

⁶³ During this three-day period, a Participant may file an objection with the Presiding Judge or the Commission contesting that an individual qualifies as a Reviewing Representative, and the individual shall not receive access to the Privileged Material and/or CEII until resolution of the dispute.

⁶⁴ See *infra* P 21.

the Commission's *Notice of Document Labelling Guidance for Documents Submitted to or Filed with the Commission or Commission Staff*.⁶⁵ Consistent with those requirements:

- A. Documents that contain Privileged Material must include a top center header on each page of the document with the following text: CUI//PRIV. Any corresponding electronic files must also include this text in the file name.
- B. Documents that contain CEII must include a top center header on each page of the document with the following text: CUI//CEII. Any corresponding electronic files must also include this text in the file name.
- C. Documents that contain both Privileged Material and CEII must include a top center header on each page of the document with the following text: CUI//CEII//PRIV. Any corresponding electronic files must also include this text in the file name.
- D. The specific content on each page of the document that constitutes Privileged Material and/or CEII must also be clearly identified. For example, lines or individual words or numbers that include both Privileged Material and CEII shall be prefaced and end with "BEGIN CUI//CEII//PRIV" and "END CUI//CEII//PRIV".

12. The Secretary shall place any Privileged Material and/or CEII filed with the Commission in a non-public file. By placing such documents in a non-public file, the Commission is not making a determination concerning any claim of privilege or CEII status. The Commission retains the right to make determinations with regard to any privilege or CEII claim, as well as the discretion to release information necessary to carry out its jurisdictional responsibilities. For documents submitted to Commission Trial Staff, the notification procedures specified at 18 C.F.R. § 388.112 must be followed before making public any Privileged Material.

13. If any Participant desires to include, utilize, or refer to Privileged Material or information derived from Privileged Material in testimony or other exhibits during the hearing in this proceeding in a manner that might require disclosure of such materials to persons other than Reviewing Representatives, that Participant first must notify both counsel for the disclosing Participant and the Presiding Judge, and identify all such Privileged Material. Thereafter, use of such Privileged Material will be governed by procedures determined by the Presiding Judge.

14. Nothing in this Protective Order shall be construed as precluding any Participant from objecting to the production or use of Privileged Material and/or CEII on any appropriate ground.

15. Nothing in this Protective Order shall preclude any Participant from requesting the Presiding Judge (or the Chief Judge in the Presiding Judge's absence or where no presiding judge is designated), the Commission, or any other body having appropriate authority, to find this Protective Order should not apply to all or any materials previously designated Privileged Material pursuant to this Protective Order. The Presiding Judge (or the Chief Judge in the Presiding Judge's absence or where no presiding judge is designated), the Commission, or any other body having appropriate authority may alter or amend this Protective Order as circumstances warrant at any time during the course of this proceeding.

16. Each Participant governed by this Protective Order has the right to seek changes in it as appropriate from the Presiding Judge (or the Chief Judge in the Presiding Judge's absence or where no presiding judge is designated), the Commission, or any other body having appropriate authority.

⁶⁵

82 Fed. Reg. 18632 (Apr. 20, 2017) (issued by Commission Apr. 14, 2017).

17. Subject to Paragraph 18, the Presiding Judge (or the Chief Judge in the Presiding Judge's absence or where no presiding judge is designated), or the Commission shall resolve any disputes arising under this Protective Order pertaining to Privileged Material according to the following procedures. Prior to presenting any such dispute to the Presiding Judge, the Chief Judge or the Commission, the Participants to the dispute shall employ good faith best efforts to resolve it.

- A. Any Participant that contests the designation of material as Privileged Material shall notify the Participant that provided the Privileged Material by specifying in writing the material for which the designation is contested.
- B. In any challenge to the designation of material as Privileged Material, the burden of proof shall be on the Participant seeking protection. If the Presiding Judge, the Chief Judge, or the Commission finds that the material at issue is not entitled to the designation, the procedures of Paragraph 18 shall apply.
- C. The procedures described above shall not apply to material designated by a Participant as CEII. Material so designated shall remain subject to the provisions of this Protective Order, unless a Participant requests and obtains a determination from the Commission's CEII Coordinator that such material need not retain that designation.

18. The designator will have five (5) days in which to respond to any pleading requesting disclosure of Privileged Material. Should the Presiding Judge, the Chief Judge, or the Commission, as appropriate, determine that the information should be made public, the Presiding Judge, the Chief Judge, or the Commission will provide notice to the designator no less than five (5) days prior to the date on which the material will become public. This Protective Order shall automatically cease to apply to such material on the sixth (6th) calendar day after the notification is made unless the designator files a motion with the Presiding Judge, the Chief Judge, or the Commission, as appropriate, with supporting affidavits, demonstrating why the material should continue to be privileged. Should such a motion be filed, the material will remain confidential until such time as the interlocutory appeal or certified question has been addressed by the Motions Commissioner or Commission, as provided in the Commission's regulations, 18 C.F.R. §§ 385.714, .715. No Participant waives its rights to seek additional administrative or judicial remedies after a Presiding Judge or Chief Judge decision regarding Privileged Material or the Commission's denial of any appeal thereof or determination in response to any certified question. The provisions of 18 C.F.R. §§ 388.112 and 388.113 shall apply to any requests under the Freedom of Information Act (5 U.S.C. § 552) for Privileged Material and/or CEII in the files of the Commission.

19. Privileged Material and/or CEII shall remain available to Participants until the later of 1) the date an order terminating this proceeding no longer is subject to judicial review, or 2) the date any other Commission proceeding relating to the Privileged Material and/or CEII is concluded and no longer subject to judicial review. After this time, the Participant that produced the Privileged Material and/or CEII may request (in writing) that all other Participants return or destroy the Privileged Material and/or CEII. This request must be satisfied with within fifteen (15) days of the date the request is made. However, copies of filings, official transcripts and exhibits in this proceeding containing Privileged Material, or Notes of Privileged Material, may be retained if they are maintained in accordance with Paragraph 5 of this Protective Order. If requested, each Participant also must submit to the Participant making the request an affidavit stating that to the best of its knowledge it has satisfied the request to return or destroy the

Privileged Material and/or CEII. To the extent Privileged Material and/or CEII are not returned or destroyed, they shall remain subject to this Protective Order.

20. Regardless of any order terminating this proceeding, this Protective Order shall remain in effect until specifically modified or terminated by the Presiding Judge, the Chief Judge, or the Commission. All CEII designations shall be subject to the “[d]uration of the CEII designation” provisions of 18 C.F.R. § 388.113(e).

21. Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

Presiding Administrative Law Judge

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

Blue Cloud Wind Energy, LLC) Blue Cloud TE Partnership LLC) Sponsor Blue Cloud HoldCo LLC) MidAmerican Wind Tax Equity Holdings, LLC)	Docket No. EC19-__-000
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NON-DISCLOSURE CERTIFICATE

I hereby certify my understanding that access to Privileged Material and/or Critical Energy/Electric Infrastructure Information (CEII) is provided to me pursuant to the terms and restrictions of the Protective Order in this proceeding, that I have been given a copy of and have read the Protective Order, and that I agree to be bound by it. I understand that the contents of Privileged Material and/or CEII, any notes or other memoranda, or any other form of information that copies or discloses such materials, shall not be disclosed to anyone other than in accordance with the Protective Order. I acknowledge that a violation of this certificate constitutes a violation of an order of the Federal Energy Regulatory Commission.

By: _____

Printed Name: _____

Title: _____

Representing: _____

Date: _____

APPENDIX 2

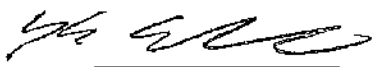
Verifications

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Blue Cloud Wind Energy LLC)	Docket No. EC19-____-000
Blue Cloud TE Partnership LLC)	
Sponsor Blue Cloud Holdco LLC)	
MidAmerican Wind Tax Equity Holdings, LLC)	

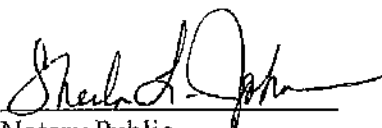
VERIFICATION PURSUANT TO 18 C.F.R. SECTION 33.7

I, Kevin D. Dodson, being duly sworn, verify under oath that I am Vice President of MidAmerican Wind Tax Equity Holdings, LLC ("MidAmerican Wind") and have the authority to verify the foregoing "Application for Authorization under Section 203 of the Federal Power Act, Request for Waivers, Confidential Treatment, and Expedited Consideration" ("Application") on behalf of MidAmerican Wind and its affiliates, I have read said Application and the statements contained therein with respect to MidAmerican Wind and its affiliates are true and accurate to the best of my knowledge, information, and belief.




Kevin D. Dodson
Vice President
MidAmerican Wind Tax Equity Holdings,
LLC

Subscribed and sworn to before me on this 8th of October, 2018.



Notary Public

My commission expires: September 9, 2019


Sheila L. Johnson
Notarial Seal, Iowa
Commission Number 198344
My Commission Expires September 9, 2019



Blue Cloud Wind Energy LLC
Blue Cloud TE Partnership LLC
Sponsor Blue Cloud HoldCo LLC
(Authorization by Written Consent)

The undersigned, being the authorized person ("Authorized Person") of the above-named Delaware limited liability companies (the "Companies") by this action by written consent hereby consent to the adoption of the following resolutions:

WHEREAS, the Companies are the "BC Applicants" to the Application for Authorization under Section 203 of the Federal Power Act, Request for Waivers, Confidential Treatment, and Expedited Consideration ("Application") with the Federal Energy Regulatory Commission ("FERC");

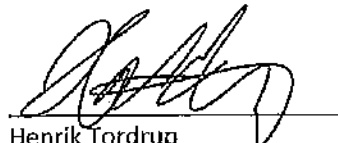
WHEREAS, Pursuant to Section 203 of the Federal Power Act and Part 33 of the regulations of FERC, the BC Applicants apply for NERC's approval of a transaction in which MidAmerican Wind Tax Equity Holdings, LLC will acquire from the BC Applicants passive tax equity interests in the Companies and where NERC will issue an order authorizing the proposed transaction to ensure compliance with the requirements of federal tax law and to obtain the tax benefits that underlie the tax equity funding of the proposed transaction;

WHEREAS I have the authority to verify the foregoing Application on behalf of the Companies and their affiliates and have read said Application and the statements contained therein with respect to the BC Applicants and their affiliates and that they are true and accurate to the best of my knowledge, information and belief; and

RESOLVED, that the Companies hereby appoint, authorize and empower Mr. Niels W. Brorson, US Asset Manager, Copenhagen Infrastructure Partners K/S as an Authorized Signor of the Companies (the "Authorized Signor") to unilaterally bind and act on behalf of the Companies only with respect to executing and delivering all documents, certifications and representations as required to submit to the abovementioned Application, including the signing of the "Verification Pursuant to 18 C.F.R. Section 33.7" (Exhibit A); provided that the Authorized Signor is also authorized to correct and/or amend any information therein as needed to effectuate the filing with FERC.

[Signature Page Follows]

IN WITNESS WHEREOF, this consent may be signed in one or more counterparts and shall be effective as of October 1st, 2018.


Henrik Tordrup
Partner & Authorized Person

October 1st, 2018
Date



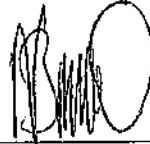
Exhibit A

**United States of America
Before the
Federal Energy Regulatory Commission**

Blue Cloud Wind Energy LLC)	Docket No. EC19-____-000
Blue Cloud TE Partnership LLC)	
Sponsor Blue Cloud Holdco LLC)	
MidAmerican Wind Tax Equity Holdings, LLC)	

VERIFICATION PURSUANT TO 18 C.F.R. SECTION 33.7

I, Niels W. Brorson, being duly sworn, verify under oath that I am US Asset Manager of Copenhagen Infrastructure Partners K/S and have the authority to verify the foregoing "Application for Authorization under Section 203 of the Federal Power Act, Request for Waivers, Confidential Treatment, and Expedited Consideration" ("Application") on behalf of Blue Cloud Wind Energy LLC, Blue Cloud TE Partnership LLC, and Sponsor Blue Cloud HoldCo LLC (the "BC Applicants") and their affiliates, I have read said Application and the statements contained therein with respect to the BC Applicants and their affiliates are true and accurate to the best of my knowledge, information, and belief.



Niels W. Brorson

US Asset Manager

Copenhagen Infrastructure Partners K/S



Subscribed and sworn to before me on this ____ of _____, 2018.

Notary Public

My commission expires: _____



I the undersigned, **N. E. Chrsitensen**, Notary Public of Copenhagen,
Denmark hereby certify that

Mr. Niels Wauvert Brorson

has approved and signed this document in my presence.

The identity was proved to me by his driving licence.

There were no obvious amendments or additions to the document, with
the exception of those denoted by my signature (initials).

In witness whereof I have hereunto set my hand and notarial seal.

The City Court of Copenhagen, Notarial Acts Division, October 1, 2018

N. E. Christensen
N. E. Christensen

Notary Public of Copenhagen, Denmark



NWB



GIBSON DUNN

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December 18, 2018

Via eFiling

Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426

**Re: *Blue Cloud Wind Energy, LLC et al.*, Docket No. EC19-7-000
 Notice of Consummation of Transaction**

Dear Secretary Bose:

Pursuant to Ordering Paragraph (8) of the "Order Authorizing Disposition of Jurisdictional Facilities" issued on November 29, 2018 in the above-captioned proceeding, *Blue Cloud Wind Energy, LLC et al.*, 165 FERC ¶ 62,122 (2018), we hereby notify the Federal Energy Regulatory Commission that the authorized transaction was consummated on December 12, 2018.

Please do not hesitate to contact counsel listed below with any questions.

Respectfully submitted,



William R. Hollaway, Ph.D.
Janine Durand
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Avenue, NW
Washington, DC 20036

cc: Service List