

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, DECEMBER 28, 2017

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APPLICATION OF

PLEINMONT SOLAR, LLC *et al.*

CASE NO. PUR-2017-00162

For certificates of public convenience
and necessity for a 500 MW solar generating
facility in Spotsylvania County pursuant to
§§ 56-46.1 and 56-580 D of the Code of Virginia

ORDER FOR NOTICE AND HEARING

On November 28, 2017, Pleinmont Solar, LLC ("Pleinmont") along with certain other special purpose entities ("SPEs," collectively with Pleinmont, the "Joint Applicants") filed an application ("Application") with the State Corporation Commission ("Commission") for Certificates of Public Convenience and Necessity ("CPCNs") for the construction and operation of a nominal 500 megawatt ("MW") solar generating facility in western Spotsylvania County (the "Project"). The Joint Applicants filed their Application pursuant to §§ 56-46.1 and 56-580 D of the Code of Virginia ("Code") and the Filing Requirements in Support of Applications for Authority to Construct and Operate an Electric Generating Facility, 20 VAC 5-302-10 *et seq.* The Joint Applicants filed a Motion for Protective Ruling concurrent with their Application.

The proposed Project is a 500 MW solar generating facility that would be constructed in seven phases by seven different SPEs that would each develop, construct, own, and operate a separate phase of the Project.¹ Pleinmont would develop, construct, own, and operate Phase 1 of the proposed Project, which would have a nameplate capacity of 75 MW.² The Joint Applicants anticipate the in-service date for Phase 1 of the proposed Project to be on or before

¹ Application at 3.

² *Id.*

June 30, 2019.³ While there is some information about the remaining phases of the proposed Project set forth in the Application, the Joint Applicants represent that due to the nature of financing and other considerations necessary for planning each phase of the proposed Project, the identity of all SPEs and the specific size and other details of each phase is not currently known.⁴ The Joint Applicants request that the Commission approve the full scope of the Project at this time and issue a separate CPCN for each individual phase of the proposed Project in this docket when sufficient information is available.⁵

According to the Application, each of the SPEs is or will be a Delaware limited liability company and a direct wholly owned subsidiary of sPower Development Company, LLC, which is a wholly owned direct subsidiary of FTP Power, LLC ("FTP Power").⁶ The Joint Applicants assert that they, along with FTP Power, bring significant resources and expertise to support the successful development of the proposed Project.⁷ The Joint Applicants represent that none of the SPEs would be regulated utilities.⁸ Therefore, the business risk associated with the proposed Project would be borne solely by the Joint Applicants, with no direct impact on rates paid by ratepayers in Virginia.⁹

The proposed Project would be located in western Spotsylvania County on approximately 6,000 acres of land (the "Site"), of which approximately 3,500 acres would be used for

³ *Id.*

⁴ *Id.* at 6.

⁵ *Id.* In addition, the Joint Applicants seek a CPCN, if necessary, for the SPE that may hold the agreement with the PJM Interconnection, LLC ("PJM").

⁶ Application at 2. AES Corporation (through AES Lumos Holdings, LLC) and Alberta Investment Management Corporation (through PIP5 Lumos, LLC) each own fifty percent (50%) of the common voting equity (for a cumulative total of one hundred percent (100%)) of FTP Power.

⁷ Application at 2.

⁸ *Id.* at 7.

⁹ *Id.*

construction.¹⁰ The Site is rural, primarily consisting of cleared forest and timber land.¹¹ The Site generally is bounded by West Catharpin Road (Route 608) to the south, Old Plank Road (Route 621) to the north, and Dulin Road to the west.¹² The Site is traversed by several logging roads and two transmission lines, including an east-west 115 kilovolt ("kV") line and a north-south 500 kV line, that bisect the Site.¹³

According to the Application, each phase of the proposed Project would use photovoltaic modules mounted on racking systems supported by a pile-driven foundation design.¹⁴ The racking configuration would be a single-axis tracking configuration with north-south trending rows that would track the sun from east to west over the course of the day.¹⁵ Each phase would share interconnection facilities.¹⁶

The electricity generated by the proposed Project would be sold into the PJM wholesale market.¹⁷ Each SPE that would own a phase of the proposed Project would enter into one or more agreements with third parties for the conveyance of green attributes associated with the energy sold into the PJM wholesale market.¹⁸

¹⁰ *Id.* at 2.

¹¹ *Id.*, Appendix at 2.

¹² Appendix at 2.

¹³ Application at 3.

¹⁴ *Id.*

¹⁵ *Id.* at 3-4.

¹⁶ *Id.* at 4.

¹⁷ *Id.*

¹⁸ *Id.*

The Joint Applicants assert that the proposed Project would promote the public interest by providing economic benefits to Spotsylvania County and the surrounding area.¹⁹ The Joint Applicants assert that the proposed Project would have no material adverse effect on the reliability of electric service provided by any regulated public utility.²⁰ The Joint Applicants further assert that the proposed Project promotes the goals set out in the 2010 and 2014 Virginia Energy Plan, as well as the 2016 update to the 2014 Energy Plan, by providing renewable generating capacity in the Commonwealth.²¹

The Joint Applicants represent that the proposed Project would obtain all necessary permits and approvals required for environmental impacts.²² The Joint Applicants anticipate that there would be no or minimal adverse environmental impacts associated with the proposed Project.²³

As provided by § 62.1-44.15:21 D 2 of the Code, the Commission and the State Water Control Board must consult on wetland impacts prior to the siting of electric utility facilities that require a CPCN. As required by Section 3 of the Department of Environmental Quality - State Corporation Commission Memorandum of Agreement Regarding Wetland Impacts Consultation, the Commission's Staff ("Staff") has advised the Department of Environmental Quality ("DEQ"), acting on behalf of the State Water Control Board, that the Joint Applicants filed their Application and that consultation is required.²⁴

¹⁹ *Id.* at 6, 8.

²⁰ *Id.*

²¹ *Id.* at 7, 9.

²² *Id.* at 5.

²³ *Id.* at 5, 9.

²⁴ Letter from Alisson P. Klaiber, Esquire, State Corporation Commission, December 1, 2017, to David L. Davis, CPWD, PWS, Director, Office of Wetlands & Stream Protection, Department of Environmental Quality, filed in Case No. PUR-2017-00162.

In addition to consultation on wetlands, §§ 10.1-1186.2:1 C; 56-46.1 G, and 56-580 D of the Code direct the Commission and DEQ to coordinate the environmental review of proposed generating plants and associated facilities. Moreover, § 56-46.1 A of the Code provides for the Commission to receive and to consider reports on the proposed facilities from state environmental agencies. Accordingly, the Staff has requested DEQ to coordinate an environmental review of the Project by the appropriate agencies and to provide a report on the review.²⁵

NOW THE COMMISSION, upon consideration of this matter, is of the opinion and finds that the Joint Applicants should provide public notice of their Application; a public hearing should be scheduled for the purpose of receiving testimony and evidence on the Joint Applicants' Application; a procedural schedule should be established to allow interested persons an opportunity to file written or electronic comments on the Application or to participate in this proceeding as a respondent; and the Staff should be directed to investigate the Application and file testimony and exhibits containing its findings and recommendations. Further, we find that a Hearing Examiner should be appointed to rule on all discovery matters that arise during the course of this proceeding, including the Joint Applicants' Motion for Protective Ruling.

Accordingly, IT IS ORDERED THAT:

- (1) This matter is docketed and assigned Case No. PUR-2017-00162.
- (2) As provided by § 12.1-31 of the Code and Rule 5 VAC 5-20-120, *Procedure before hearing examiners*, of the Commission's Rules of Practice and Procedure ("Rules of Practice"),²⁶

²⁵ Letter from Alisson P. Klaiber, Esquire, State Corporation Commission, December 1, 2017, to Bettina Sullivan, Department of Environmental Quality, filed in Case No. PUR-2017-00162. The DEQ has informed the Commission that it expects to file its final review comments on or before February 8, 2018.

²⁶ 5 VAC 5-20-10 *et seq.*

a Hearing Examiner is appointed to rule on any discovery matters that may arise during the course of this proceeding, including the Joint Applicants' Motion for Protective Ruling.

(3) A public hearing on the Application shall be convened on May 23, 2018, at 10 a.m., in the Commission's Courtroom, Second Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia 23219, to receive the testimony of public witnesses and the evidence of the Joint Applicants, any respondents, and the Staff. Any person desiring to offer testimony as a public witness at this hearing should appear in the Commission's Courtroom fifteen (15) minutes prior to the starting time of the hearing and identify himself or herself to the Commission's Bailiff.

(4) A copy of the public version of the Application may be obtained by submitting a written request to counsel for the Joint Applicants, Timothy E. Biller, Esquire, Hunton & Williams LLP, 951 East Byrd Street, Richmond, Virginia 23219. If acceptable to the requesting party, the Joint Applicants may provide the documents by electronic means. Copies of the public version of all documents also shall be available for interested persons to review in the Commission's Document Control Center, located on the First Floor of the Tyler Building, 1300 East Main Street, Richmond, Virginia 23219, between the hours of 8:15 a.m. and 5 p.m., Monday through Friday, excluding holidays. Interested persons also may download unofficial copies from the Commission's website: <http://www.scc.virginia.gov/case>.

(5) On or before January 30, 2018, the Joint Applicants shall cause the following notice and sketch map showing the location of the proposed Project (Attachment I to this Order) to be published as display advertising (not classified) on two occasions in newspapers of general circulation in Spotsylvania County:

NOTICE TO THE PUBLIC OF
AN APPLICATION BY PLEINMONT SOLAR, LLC ET AL.
FOR CERTIFICATES OF PUBLIC CONVENIENCE AND
NECESSITY FOR A NOMINAL 500 MW SOLAR
GENERATING FACILITY IN SPOTSYLVANIA COUNTY

- **The Joint Applicants have applied for multiple Certificates of Public Convenience and Necessity ("CPCNs") for one 500 MW solar Project to be located on a 6,000-acre Site in western Spotsylvania County.**
- **As proposed, the Project would be built in seven phases by seven different Special Purpose Entities ("SPEs"), with each phase receiving a separate CPCN.**
- **The identity of all SPEs and the specific size and other details of each phase, aside from Phase 1, is not currently known.**
- **The Joint Applicants request a Commission order approving the Project, and CPCNs for all known phases. The Joint Applicants plan to seek CPCNs for the remaining phases of the Project as information becomes available.**
- **The Commission will hear the case on May 23, 2018.**
- **Further information about this case is available on the SCC website at: <http://www.scc.virginia.gov/case>.**

On November 28, 2017, Pleinmont Solar, LLC ("Pleinmont") along with certain other special purpose entities ("SPEs," collectively with Pleinmont, the "Joint Applicants") filed an application ("Application") with the State Corporation Commission ("Commission") for Certificates of Public Convenience and Necessity ("CPCNs") for the construction and operation of a nominal 500 megawatt ("MW") solar generating facility in western Spotsylvania County (the "Project"). The Joint Applicants filed their Application pursuant to §§ 56-46.1 and 56-580 D of the Code of Virginia and the Filing Requirements in Support of Applications for Authority to Construct and Operate an Electric Generating Facility, 20 VAC 5-302-10 *et seq.*

The proposed Project is a 500 MW solar generating facility that would be constructed in seven phases by seven different SPEs that would each develop, construct, own, and operate a separate phase of the Project. Pleinmont would develop, construct, own, and operate Phase 1 of the proposed Project, which would have a nameplate capacity of 75 MW. The Joint Applicants anticipate the in-service date for Phase 1 of the proposed Project to be on or before June 30, 2019. While there is some information about the remaining phases of the proposed Project set forth in the Application, the Joint Applicants represent that due to the nature of financing and other considerations necessary for planning each phase of the proposed Project, the identity of all SPEs and the specific size and other details of each phase is not currently known. The Joint Applicants request that the Commission approve the full scope of the Project at this time, and issue a separate CPCN for each individual phase of the proposed Project in this docket when sufficient information is available.

According to the Application, each of the SPEs is or will be a Delaware limited liability company and a direct wholly owned subsidiary of sPower Development Company, LLC, which is a wholly owned direct subsidiary of FTP Power, LLC ("FTP Power"). The Joint Applicants assert that they, along with FTP Power, bring significant resources and expertise to support the successful development of the proposed Project. The Joint Applicants represent that none of the SPEs would be regulated utilities. Therefore, the business risk associated with the proposed Project would be borne solely by the Joint Applicants, with no direct impact on rates paid by ratepayers in Virginia.

The proposed Project would be located in western Spotsylvania County on approximately 6,000 acres of land (the "Site"), of which approximately 3,500 acres would be used for construction. The Site is rural, primarily consisting of cleared forest and timber land. The Site generally is bounded by West Catharpin Road (Route 608) to the south, Old Plank Road (Route 621) to the north, and Dulin Road to the west. The Site is traversed by several logging roads and two transmission lines, including an east-west 115 kilovolt ("kV") line and a north-south 500 kV line, that bisect the Site.

According to the Application, each phase of the Project would use photovoltaic modules mounted on racking systems supported by a pile-driven foundation design. Each phase would share interconnection facilities. The electricity generated by the proposed Project would be sold into the PJM Interconnection, LLC ("PJM") wholesale market. Each SPE that would own a phase of the proposed Project would enter into one or more agreements with

third parties for the conveyance of green attributes associated with the energy sold into the PJM wholesale market.

The Joint Applicants assert that the proposed Project would promote the public interest by providing economic benefits to Spotsylvania County and the surrounding area. The Joint Applicants assert that the proposed Project would have no material adverse effect on the reliability of electric service provided by any regulated public utility. The Joint Applicants further assert that the proposed Project promotes the goals set out in the 2010 and 2014 Virginia Energy Plan, as well as the 2016 update to the 2014 Energy Plan, by providing renewable generating capacity in the Commonwealth.

The Joint Applicants represent that the proposed Project would obtain all necessary permits and approvals required for environmental impacts. The Joint Applicants anticipate that there would be no or minimal adverse environmental impacts associated with the proposed Project.

The Commission entered an Order for Notice and Hearing that, among other things, scheduled a public hearing on May 23, 2018, at 10 a.m., in the Commission's Second Floor Courtroom located in the Tyler Building, 1300 East Main Street, Richmond, Virginia 23219, to receive testimony from members of the public and evidence related to the Application from the Joint Applicants, any respondents, and the Commission's Staff. Any person desiring to testify as a public witness at this hearing should appear fifteen (15) minutes prior to the starting time of the hearing and contact the Commission's Bailiff.

Copies of the public version of the Application may be obtained by submitting a written request to counsel for the Joint Applicants, Timothy E. Biller, Esquire, Hunton & Williams LLP, 951 East Byrd Street, Richmond, Virginia 23219. If acceptable to the requesting party, the Joint Applicants may provide the documents by electronic means.

Copies of the public version of the Application and documents filed in this case also are available for interested persons to review in the Commission's Document Control Center, located on the first floor of the Tyler Building, 1300 East Main Street, Richmond, Virginia 23219, between the hours of 8:15 a.m. and 5 p.m., Monday through Friday, excluding holidays. Interested persons also may download unofficial copies from the Commission's website: <http://www.scc.virginia.gov/case>.

Any person or entity may participate as a respondent in this proceeding by filing, on or before February 27, 2018, a notice of participation. If not filed electronically, an original and fifteen (15) copies of the notice of participation shall be submitted to Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218-2118. A copy of the notice of participation as a respondent also shall be sent to counsel for the Joint Applicants at the address set forth above. Pursuant to Rule 5 VAC 5-20-80 B, *Participation as a respondent*, of the Commission's Rules of Practice and Procedure ("Rules of Practice") any notice of participation shall set forth: (i) a precise statement of the interest of the respondent; (ii) a statement of the specific action sought to the extent then known; and (iii) the factual and legal basis for the action. All filings shall refer to Case No. PUR-2017-00162.

On or before March 27, 2018, each respondent may file with the Clerk of the Commission, and serve on the Commission's Staff, the Joint Applicants, and all other respondents, any testimony and exhibits by which the respondent expects to establish its case, and each witness's testimony shall include a summary not to exceed one page. If not filed electronically, an original and fifteen (15) copies of such testimony and exhibits shall be submitted to the Clerk of the Commission at the address set forth above. Respondents also shall comply with the Commission's Rules of Practice, including: 5 VAC 5-20-140, *Filing and service*, and 5 VAC 5-20-240, *Prepared testimony and exhibits*. All filings shall refer to Case No. PUR-2017-00162.

On or before May 16, 2018, any interested person wishing to comment on the Joint Applicants' Application shall file written comments on the Application with the Clerk of the Commission at the address set forth above. Any interested person desiring to file comments electronically may do so on or before May 16, 2018, by following the instructions on the Commission's website: <http://www.scc.virginia.gov/case>. Compact discs or any other form of electronic storage medium may not be filed with the comments. All such comments shall refer to Case No. PUR-2017-00162.

All documents filed in the Office of the Clerk of the Commission in this docket may use both sides of the paper. In all other respects, all filings shall comply fully with the requirements of 5 VAC 5-20-150, *Copies and Format*, of the Commission's Rules of Practice.

The Commission's Rules of Practice may be viewed at <http://www.scc.virginia.gov/case>. A printed copy of the Commission's Rules of Practice and an official copy of the Commission's Order for Notice and Hearing in this proceeding may be obtained by the Clerk of the Commission at the address set forth above.

PLEINMONT SOLAR, LLC ET AL.

(6) On or before January 30, 2018, the Joint Applicants shall serve a copy of this Order for Notice and Hearing on the chairman of the board of supervisors and county attorney of Spotsylvania County, and on Dominion Energy Virginia and Rappahannock Electric Cooperative. Service shall be made by either personal delivery or first-class mail to the customary place of business or residence of the person served.

(7) On or before February 13, 2018, the Joint Applicants shall file with the Clerk of the Commission proof of the notice and service required by Ordering Paragraphs (5) and (6), including the name, title, and address of each official served with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218-2118.

(8) On or before May 16, 2018, any interested person may file written comments on the Application with the Clerk of the Commission at the address set forth in Ordering Paragraph (7). Any interested person desiring to submit comments electronically may do so on or before May 16, 2018, by following the instructions found on the Commission's website: <http://www.scc.virginia.gov/case>. Compact discs or any other form of electronic storage medium may not be filed with the comments. All comments shall refer to Case No. PUR-2017-00162.

(9) Any person or entity may participate as a respondent in this proceeding by filing a notice of participation on or before February 27, 2018. If not filed electronically, an original and fifteen (15) copies of the notice of participation shall be submitted to the Clerk of the

Commission at the address set forth in Ordering Paragraph (7), and the respondent shall serve a copy of the notice of participation on counsel to the Joint Applicants at the address in Ordering Paragraph (4). Pursuant to Rule 5 VAC 5-20-80 B, *Participation as a respondent*, of the Commission's Rules of Practice, any notice of participation shall set forth: (i) a precise statement of the interest of the respondent; (ii) a statement of the specific action sought to the extent then known; and (iii) the factual and legal basis for the action. Any organization, corporation, or government body participating as a respondent must be represented by counsel as required by 5 VAC 5-20-30, *Counsel*, of the Rules of Practice. All filings shall refer to Case No. PUR-2017-00162.

(10) Within five (5) business days of receipt of a notice of participation as a respondent, the Joint Applicants shall serve upon such respondent a copy of this Order for Notice and Hearing, a copy of the public version of the Application, and all materials filed by the Joint Applicants with the Commission unless these materials already have been provided to the respondent.

(11) On or before March 27, 2018, each respondent may file with the Clerk of the Commission and serve on the Staff, the Joint Applicants, and all other respondents, any testimony and exhibits by which the respondent expects to establish its case, and each witness's testimony shall include a summary not to exceed one page. If not filed electronically, an original and fifteen (15) copies of such testimony and exhibits shall be submitted to the Clerk of the Commission at the address set forth in Ordering Paragraph (7). In all filings, the respondent shall comply with the Commission's Rules of Practice, including: 5 VAC 5-20-140, *Filing and service*, and 5 VAC 5-20-240, *Prepared testimony and exhibits*. All filings shall refer to Case No. PUR-2017-00162.

(12) The Staff shall investigate the Application. On or before April 24, 2018, the Staff shall file with the Clerk of the Commission an original and fifteen (15) copies of the Staff's testimony and exhibits, and each Staff witness's testimony shall include a summary not to exceed one page. The Staff shall serve a copy thereof on counsel to the Joint Applicants and all respondents.

(13) On or before May 8, 2018, the Joint Applicants may file with the Clerk of the Commission: (a) any rebuttal testimony and exhibits that it expects to offer, and each rebuttal witness's testimony shall include a summary not to exceed one page; and (b) a summary not to exceed one page of each direct witness's testimony if not previously included therewith. The Joint Applicants shall serve a copy of the testimony and exhibits on the Staff and all respondents. If not filed electronically, an original and fifteen (15) copies of such rebuttal testimony and exhibits shall be submitted to the Clerk of the Commission at the address set forth in Ordering Paragraph (7).

(14) All documents filed in the Office of the Clerk of the Commission in this docket may use both sides of the paper. In all other respects, all filings shall comply fully with the requirements of 5 VAC 5-20-150, *Copies and Format*, of the Commission's Rules of Practice.

(15) The Commission's Rule of Practice 5 VAC 5-20-260, *Interrogatories or requests for production of documents and things*, shall be modified for this proceeding as follows: Responses and objections to written interrogatories and requests for production of documents shall be served within seven (7) calendar days after receipt of the same. In addition to the service requirements of Rule of Practice 5 VAC 5-20-260, *Interrogatories or requests for production of documents and things*, on the day that copies are filed with the Clerk of the Commission, a copy of the interrogatory or request for production shall be served electronically, or by facsimile, on the party to whom the interrogatory or request for production is directed or the assigned Staff attorney, if the

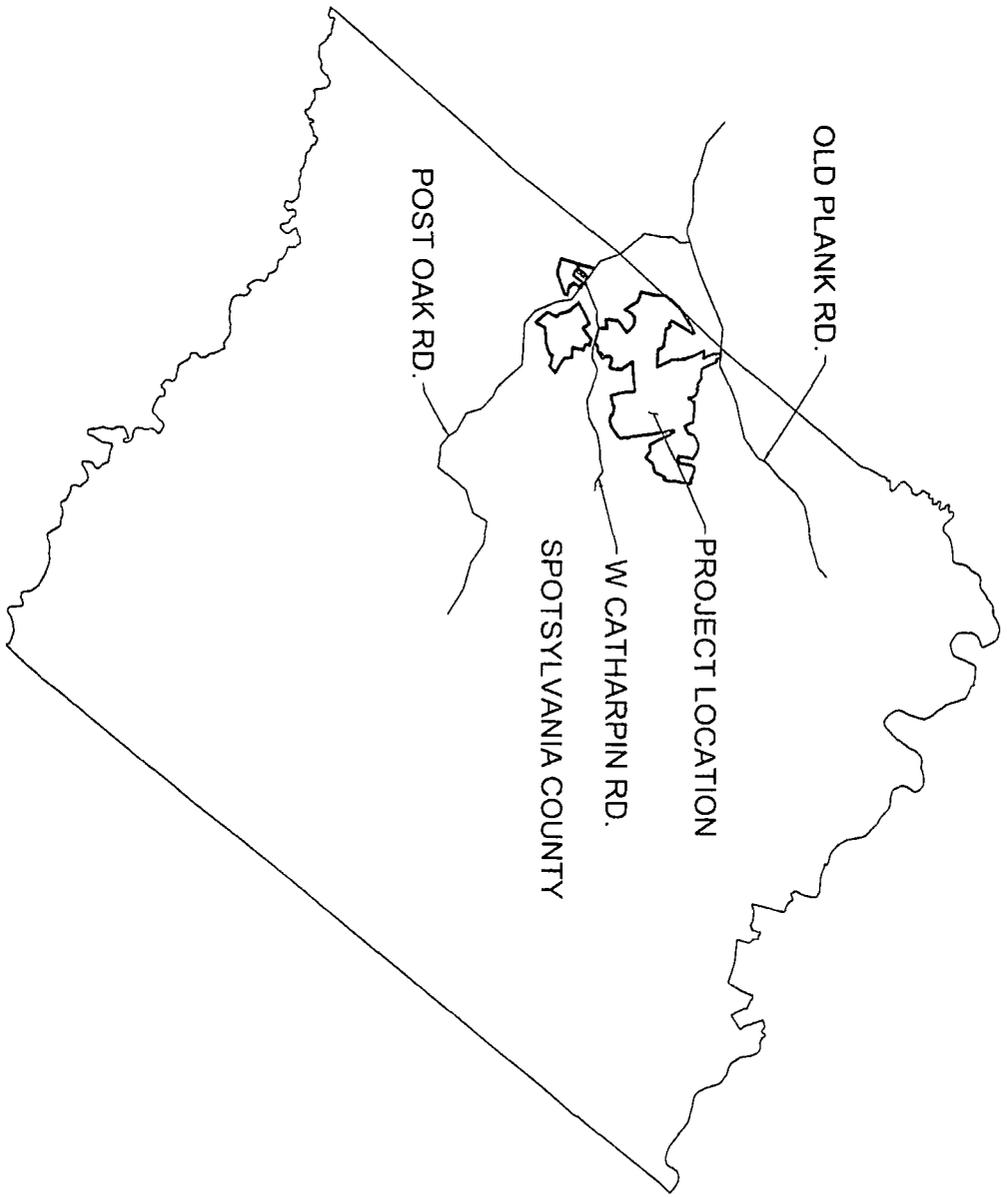
interrogatory or request for production is directed to Staff.²⁷ Except as modified above, discovery shall be in accordance with Part IV of the Commission's Rules of Practice, 5 VAC 5-20-240 *et seq.*

(16) This matter is continued.

AN ATTESTED COPY hereof shall be sent by the Clerk of the Commission to:

John J. Beardsworth, Jr., Esquire, and Timothy E. Biller, Esquire, Hunton & Williams, LLP, 951 East Byrd Street, Richmond, Virginia 23219; and C. Meade Browder, Jr., Senior Assistant Attorney General, Division of Consumer Counsel, Office of the Attorney General, 202 North 9th Street, 8th Floor, Richmond, Virginia 23219. A copy also shall be delivered to the Commission's Office of General Counsel and Divisions of Public Utility Regulation and Utility Accounting and Finance.

²⁷ The assigned Staff attorney is identified on the Commission's website, <http://www.scc.virginia.gov/case>, by clicking "Docket Search," and clicking "Search Cases," and entering the case number, PUR-2017-00162, in the appropriate box.



SHEET NUMBER EX-1	SPOTSYLVANIA ENERGY CENTER (500 MW) PREPARED FOR S-POWER	OVERALL CONCEPT PLAN	NIA PROJECT 116828000	Kimley»Horn <small>© 2017 KIMLEY-HORN AND ASSOCIATES, INC. 11400 CONVERSE PARK DR., SUITE 400, RESTON, VA 20191 PHONE: 703-874-1300 FAX: 703-874-1350 WWW.KIMLEY-HORN.COM</small>	DATE 11/23/2017	No. REVISIONS DATE BY
	SPOTSYLVANIA COUNTY VIRGINIA		SCALE AS SHOWN DESIGNED BY JCM DRAWN BY LEM CHECKED BY EVH		NOT FOR CONSTRUCTION	