

**STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION**

----- X  
In the Matter of :  
 :  
ALLE-CATT WIND ENERGY LLC :  
 :  
Petition of Alle-Catt Wind Energy LLC for an :  
Original Certificate of Public Convenience :  
and Necessity and to Establish Lightened :  
Regulation and Approve Construction :  
Financing Pursuant to Public Service Law :  
Section 69 :  
----- X

Case No. 23-E-0391

**APPLICATION OF ALLE-CATT WIND ENERGY LLC FOR MODIFICATION TO  
FINANCING APPROVAL PURSUANT TO PUBLIC SERVICE LAW SECTION 69**

Dated: August 8, 2024  
Albany, New York

John W. Dax  
William F. McLaughlin



677 Broadway | Suite 401  
Albany, New York 12207  
Telephone: (518) 465-2333  
E-mail: [jdax@hodgsonruss.com](mailto:jdax@hodgsonruss.com)  
[wmclaugh@hodgsonruss.com](mailto:wmclaugh@hodgsonruss.com)

*\*Attorneys for Alle-Catt Wind Energy LLC*

**STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION**

----- X  
In the Matter of :  
 :  
ALLE-CATT WIND ENERGY LLC :  
 : Case No. 23-E-0391  
 :  
Petition of Alle-Catt Wind Energy LLC for an :  
Original Certificate of Public Convenience :  
and Necessity and to Establish Lightened :  
Regulation and Approve Construction :  
Financing Pursuant to Public Service Law :  
Section 69 :  
----- X

**APPLICATION OF ALLE-CATT WIND ENERGY LLC FOR MODIFICATION TO  
FINANCING APPROVAL PURSUANT TO PUBLIC SERVICE LAW SECTION 69**

**I. INTRODUCTION**

On June 24, 2024, The New York State Public Service Commission (PSC or Commission) issued an Order authorizing, in part, Alle-Catt Wind Energy LLC (ACWE or Petitioner) to enter into indebtedness in connection with the construction and operation of a wind-powered major electric generating facility (Wind Facility) and major electric transmission facility (Transmission Facility and together with the Wind Facility, the Project) pursuant to Section 69 of the Public Service Law (PSL).<sup>1</sup> As noted therein, the Project also was granted a Certificate of Public Convenience and Necessity (CPCN) pursuant to PSL §68, with confirmation that because its

---

<sup>1</sup> Case 23-E-0391, Petition of Alle-Catt Wind Energy LLC for an Original Certificate of Public Convenience and Necessity and to Establish Lightened Regulation and Approve Construction Financing, *Order Granting Certificate of Public Convenience and Necessity, Providing for Lightened Ratemaking Regulation, and Approving Financing* (June 24, 2024) (*Financing Order*) at 26.

activities are limited to the supply of power in the competitive wholesale power market it will be subject to lightened regulation.<sup>2</sup> The Project has also been granted Certificates of Environmental Compatibility and Public Need (CECPN) by the New York State Board on Electric Generation Siting and the Environment (Siting Board), pursuant to Article 10 of the PSL<sup>3</sup>, and by the Commission Article VII of the PSL.<sup>4</sup> Petitioner now requests that the Commission issue an order authorizing ACWE to increase the maximum indebtedness up to \$1,500,000,000.00, which will continue to be used for the statutory purpose of constructing the Project. This request is prompted by changes in economic circumstances beyond Petitioner's control, including increased costs for equipment, labor and materials, as well as interest rates and the general cost of financing. Petitioner also expects that such cost volatility may continue.

Granting approval for the indebtedness described herein is in the public interest. As recognized in the Financing Order, the Project will be a lightly regulated merchant facility that sells energy into the wholesale market at market-based rates, creating no potential for harm to New York rate payers. Further, ACWE and ACWE's parent company, Invenergy, an established developer, will bear all the financial risk associated with the anticipated financing arrangements, and the completion of the Project will help meet New York State's mandates for increasing the

---

<sup>2</sup> Id.

<sup>3</sup> Case 17-F-0282, Application of Alle-Catt Wind Energy LLC for a Certificate of Environmental Compatibility and Public Need Pursuant to Article 10 for a Proposed Wind Energy Project, Located in Allegany, Cattaraugus, and Wyoming Counties, New York, in the Towns of Arcade, Centerville, Farmersville, Freedom, and Rushford, *Order Granting Certificate of Environmental Compatibility and Public Need, with Conditions* (June 3, 2020)(*Siting Board Order I*)

<sup>4</sup> Case 21-T-0059, Application of Alle-Catt Wind Energy LLC for a Certificate of Environmental Compatibility and Public Need Pursuant to Article VII of the Public Service Law, *Order Adopting Terms of Joint Proposal* (December 18, 2023)(*Article VII Order*).

availability of renewably generated electricity established in the *Climate Leadership and Community Protection Act of 2019* (CLPA).<sup>5</sup>

In support of this petition for modification of the indebtedness previously authorized by the Commission in Case 23-E-0391, Petitioners update and restate, in relevant part, the facts and discussion presented in its previous Financing Petition.<sup>6</sup>

## **II. THE APPLICANT**

Alle-Catt Wind Energy LLC is a Delaware Limited Liability Company (LLC) formed on April 12, 2016, for the purpose of developing, owning, and operating a wind powered wholesale generating facility in the counties of Allegany, Cattaraugus and Wyoming, New York. ACWE is an affiliate and wholly owned subsidiary of Invenergy Renewables Global LLC and Invenergy Renewables LLC and an affiliate of Invenergy LLC (collectively Invenergy).<sup>7</sup> Invenergy is a developer, owner, and operator of utility scale renewable energy projects throughout North America, including more than 110 wind farms throughout North America. Invenergy-owned energy projects located in New York operate under the supervision and regulatory authority of the Commission and the Federal Energy Regulatory Commission (FERC). Invenergy and ACWE management offices are in Chicago, Illinois; ACWE's New York office is in Ithaca, NY.

---

<sup>5</sup> L. 2019, Ch. 106. The CLCPA includes a statewide mandate to reduce greenhouse gas (GHG) emissions by at least 40 percent from 1990 levels by 2030 and by at least 85 percent from 1990 levels by 2050.

<sup>6</sup> See Case 23-E-0391, Petition of Alle-Catt Wind Energy LLC for an Original Certificate of Public Convenience and Necessity and to Establish Lightened Regulation and Approve Construction Financing (Filed July 17, 2023)(*Financing Petition*).

<sup>7</sup> ACWE's status as an indirect, wholly owned subsidiary of Invenergy Renewables Global LLC is the result of an intra-company upstream change in the organization structure four levels upstream of ACWE that was made after the Application in Case 23-E-0391 was filed, which reported that at that time ACWE was an indirect wholly-owned subsidiary of Invenergy Wind Development North America LLC. Both Invenergy Wind Development North America LLC and Invenergy Renewables Global LLC were then and are now wholly owned by Invenergy Renewables LLC, which is a sister entity of Invenergy LLC, which provides employees for the Project.

ACWE will construct, operate, and maintain all components of the Project, except for the POI Switchyard, which will be constructed by ACWE and transferred to National Grid, who will own, operate, and maintain the POI Switchyard pursuant to a Large Generator Interconnection Agreement.

Correspondence and communications concerning this filing should be directed to:

ALLE-CATT WIND ENERGY LLC  
c/o Invenergy LLC  
Attention: General Counsel  
One South Wacker  
Suite 1800  
Chicago, Illinois 60606  
Telephone: (312) 224-1400  
E-mail: generalcounsel@invenergy.com

HODGSON RUSS LLP  
677 Broadway | Suite 401  
Albany, New York 12207  
Telephone: (518) 433-2414  
Attention: John W. Dax,  
William F. McLaughlin, and  
E-mail: jdax@hodgsonruss.com  
wmlaugh@hodgsonruss.com

### **III. RELATED PROCEEDINGS**

#### **A. Article 10 Proceeding (Case 17-F-0282)**

By *Order Granting Certificate of Environmental Compatibility and Public Need, with Conditions* dated June 3, 2020, the Siting Board authorized ACWE to construct the Wind Facility (*Siting Board Order I*), as amended by an *Order Approving Amendment Subject to Conditions* dated November 28, 2023 (*Siting Board Order II*, and together with *Siting Board Order I*, the *Siting Board Orders* ).<sup>8</sup> ACWE continues to prepare, and has submitted certain of for approval, the compliance filings required by the *Siting Board Orders*.<sup>9</sup>

#### **B. Article VII Proceeding (Case 21-T-0059)**

By *Order Adopting Terms of Joint Proposal* dated December 18, 2023, the Commission granted to ACWE a CECPN pursuant to PSL Article VII authorizing construction of the

---

<sup>8</sup> Case 17-F-0282, supra n. 3, *Order Approving Amendment Subject to Conditions* (November 28, 2023)

<sup>9</sup> Case 17-F-0282, supra n. 3, *Order Approving Compliance Filing Attachment A No. 24 Subject to Conditions* (July 21, 2023); *Order Approving Compliance Filings Attachment A Nos.: 8,13,17,18, and 30(e)-(g), and Compliance Filings Required By Certificate Conditions 46, 49, and 56(b), Subject to Conditions* (June 25, 2024).

Transmission Facility.<sup>10</sup> ACWE continues to prepare, and has submitted certain of for approval, the compliance filings required by the *Article VII Order*.

#### **IV. THE PROJECT**

##### **A. The Wind Facility**

As described in the record of Siting Board Case 17-F-0282 and in the *Siting Board Orders*, the Wind Facility will have a maximum generating capability of 340 megawatts (MW). The Wind Facility will operate with an annual net capacity factor of 33.6% and will generate approximately 1,007,624 megawatt hours (MWh) of energy per year.

##### **B. The Transmission Facility**

As described in the record of Case 21-T-0059 and the Article VII Order, the Transmission Facility is a 345 kV Interconnection Line approximately 10 miles in length connecting the Wind Facility's Collection Substation in the Town of Freedom to a new Point of Interconnection (POI) Switchyard to be built adjacent to the existing Homer City-Stolle Road 345 kV line controlled by National Grid. The Transmission Facility will be located entirely within the towns of Yorkshire and Freedom, in Cattaraugus County, New York.

##### **C. Socio-Economic Benefit and Feasibility**

The Project will generate significant positive socioeconomic impacts, including permanent operations and maintenance jobs, temporary construction employment, lease payments to landowners, and a new source of revenue for schools, fire departments, and county and town governments. The Project's significant socioeconomic benefits for the local communities and the State are described more fully in the *Siting Board Orders*. The Project will directly contribute significantly to New York State's CLCPA targets by producing emissions-free, low-cost, wind generated electricity from up to 340 MW of generating capacity delivered to New York's energy

---

<sup>10</sup> Case 21-T-0059, *supra* n. 4.

market, enough energy to power approximately 100,000 homes. The Project will also protect the public health, safety, and environment by significantly reducing greenhouse gas emissions, including a reduction of over 125,335 tons of carbon dioxide emissions.

**D. The Project Promotes Competition and the State's Goals for Renewable Energy and is Economically Feasible.**

The Commission has confirmed that ACWE meets the public interest standard for granting a CPCN in connection with the Project prescribed in the PSL and Part 21 of the Commission's regulations, as applied in the Commission's prior orders. ACWE will operate the Project and conduct its business only in the wholesale power markets administered by the NYISO and will sell Renewable Energy Credits associated with its electricity production only pursuant to contracts with NYSERDA. ACWE will not render retail utility service in any territory and has secured no authority to exercise any current or expired retail service franchise. Captive New York ratepayers cannot be harmed by the terms of ACWE's financial commitments because ACWE and its parent corporation, Invenergy, will bear all of the financial risk associated with the Project.

**E. ACWE Has the Ability to Finance Construction of the Project.**

As the owner and operator of a privately financed wholesale generator, ACWE will earn revenues from the sale of energy in the wholesale electricity markets and RECs pursuant to contracts with NYSERDA. These future revenues together with the experience of ACWE's owner provide the assurance that the Project will be financed, constructed, and brought into service.

Similar to other projects sponsored by Invenergy and its affiliates, ACWE intends to develop, finance, construct, and operate the Project as an "exempt wholesale generator" and will sell its power at market-based rates and not rely on cost-of-service rates set by either a federal or state regulatory entity. It intends to sell capacity, electricity, and ancillary services through the wholesale competitive markets administered by the NYISO. ACWE is a wholly owned subsidiary and affiliate of Invenergy, an experienced developer that has successfully built and financed

thousands of MWs of generation, including four currently operating wind generation projects in the State. Invenergy has committed to invest sufficient equity capital to ensure that the Project is constructed. Consistent with its prior experience, Invenergy will use a combination of third-party debt and equity to finance construction of the Project. Invenergy will identify a lender or group of lenders to provide a construction loan for the Project, which Invenergy may support with its own and other third-party equity funding to complete construction of the Project. Once the Project achieves mechanical completion, Invenergy may bring in additional third parties to provide equity financing, including tax-equity financing that will allow the Project to more efficiently utilize the federal tax benefits associated with renewable energy projects.

**V. THE PROPOSED MODIFICATION TO APPROVED CONSTRUCTION FINANCING.**

On June 24, 2024, the Commission issued its *Financing Order* granting Lightened Regulation and authorizing Petitioners to enter into indebtedness of up to \$800,000,000.00, including authorization to pledge its ownership interest in the Project, in whole or in part as collateral security for repayment up to that amount (Proposed Construction Financings).<sup>11</sup> In doing so, the Commission acknowledged the project financing experience of ACWE’s parent company, Invenergy and concluded that the proposed financing was appropriate under the standard applied to lightly regulated facilities and that using the proceeds of the proposed financing to complete construction of the Project was a statutory purpose and did not “evince an intent contrary to the public interest.”<sup>12</sup> The Commission acknowledged that the New York jurisdictional entity,

---

<sup>11</sup> Financing Order, supra n. 1, at 26-27.

<sup>12</sup> Financing Orde at 25.

ACWE, will bear the financial risk associated with the proposed financing arrangements, and that New York ratepayers will not be harmed by the proposed terms.<sup>13</sup>

From and after Petitioner's initial request for financing, numerous factors beyond Petitioner's control have put pressure on the Project's projected construction costs (Projects Costs). These factors include cost increases within the global supply chain, inflationary pressures reaching forty-year highs, unexpected and continuing geopolitical events, and the continuing evolution of the renewable energy markets in New York. To support construction of the Project and account for continuing competitive pressures in supply markets, ACWE plans to support construction with debt financing of up to \$1,500,000,000.00 dollars (Modified Construction Financing). Although specific financing instruments have yet to be negotiated, ACWE anticipates using a combination consisting of one or more private capital market loans, bonds, notes, letter-of-credit facilities and other commonly used financial instruments as might be available, with specific terms to be determined by the market conditions and the needs of the Project at the time financing is secured.

In the *Financing Order*, the Commission determined that the Proposed Construction Financings, together with the flexibility to modify, without further Commission review or prior approval, the identities of the financing entities, payment terms, and relative amount financed, up to the requested limit, was appropriate so long as ownership and control of the Project remained with ACWE and ultimate control of ACWE remains with Invenergy. As noted herein, the Project will continue to be owned by AWCE with control maintained by Invenergy. The Modified Construction Financing will continue to be used for a statutory purpose and ACWE will bear all of the financial risk, eliminating any potential hardship on captive New York ratepayers. Because these factors previously considered by the Commission attend, granting the proposed Modified

---

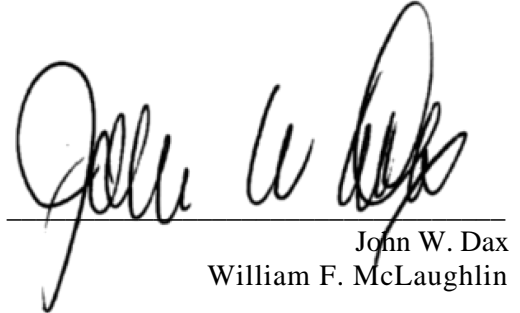
<sup>13</sup> Id.

Construction Financing is appropriate, and would be consistent with the Commission's prior Financing Order and other precedent.<sup>14</sup>

**VI. CONCLUSION**

Based on the foregoing, Alle-Catt Wind Energy LLC requests that the Commission authorize ACWE to pledge its ownership of the Project to support the Modified Construction Financing.

Dated: August 8, 2024  
Albany, New York



John W. Dax  
William F. McLaughlin



677 Broadway | Suite 401  
Albany, New York 12207  
Telephone: (518) 465-2333  
E-mail: [jdax@hodgsonruss.com](mailto:jdax@hodgsonruss.com)  
[wmclaugh@hodgsonruss.com](mailto:wmclaugh@hodgsonruss.com)

*\*Attorneys for Alle-Catt Energy LLC*

---

<sup>14</sup> See e.g., Case 20-E-0598, Petition of CHPE LLC and CHPE Properties, Inc for Approval of Financing Pursuant to Public Service Law Section 69, *Order Granting Certificate of Public Convenience and Necessity and Approving Modified Financing* (September 15, 2022).

STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION

----- X  
In the Matter of :  
 :  
ALLE-CATT WIND ENERGY LLC :  
 :  
Petition of Alle-Catt Wind Energy LLC for an :  
Original Certificate of Public Convenience and :  
Necessity and to Establish Lightened Regulation :  
and Approve Construction Financing Pursuant to :  
Public Service Law Section 69 :  
----- X

Case No. 23-E-0391


STATE OF Illinois )  
 ) SS:  
COUNTY OF Cook )

VERIFICATION

William S. Bradley, being duly sworn, deposes and says:

I am an Officer of ALLE-CATT WIND ENERGY LLC, a Delaware limited liability company, the applicant/petitioner herein. I am authorized to make this Verification on behalf of Alle-Catt Wind Energy LLC in a manner equivalent to a president/secretary of a corporation. I have read the foregoing Application of Alle-Catt Wind Energy LLC dated August 8, 2024, for Modification to Financing Approval Pursuant to Public Service Law Section 69 and on information and belief, verify that the facts, representations and statements set forth therein are true and correct.



  
\_\_\_\_\_  
William S. Bradley  
Authorized Officer  
ALLE-CATT WIND ENERGY LLC  
c/o INVENERGY LLC



Sworn to before me this  
8th day of August 2024

  
\_\_\_\_\_  
Notary Public