

**GOVERNMENT OF PUERTO RICO
PUBLIC SERVICE REGULATORY BOARD
PUERTO RICO ENERGY BUREAU**

IN RE: REQUEST FOR CERTIFICATION
SUNRUN, INC.

CASE NO.: NEPR-CT-2019-0002

SUBJECT: Motion in Compliance with May 6, 2020 Resolution, and Request for Confidential Treatment.

RESOLUTION

I. Introduction

On August 23, 2019, Sunrun, Inc. ("Sunrun") filed before the Energy Bureau of the Puerto Rico Public Service Regulatory Board ("Energy Bureau") a letter related to its Request for Certification as Electric Service Providers ("Request"), and corresponding annexes, pursuant to Regulation 8701.¹

In the Disclosure of Affiliates and Subsidiaries,² Sunrun listed the following entities: Sunrun Sirius Owner 2018, LLC; Sunrun Sirius Manager 2018, LLC; Sunrun PR Operations LLC; Sunrun Cygnus Manager 2018, LLC; Sunrun Cygnus Owner 2018, LLC; and Sunrun Installation Services Inc. ("Related Entities"). However, the Disclosure of Affiliates and Subsidiaries does not specify which entities are affiliates and which entities are subsidiaries of Sunrun.

The Operational Report filed as part of the Request included various documents as Annex 2, including a Sample Customer Agreement, in Spanish and English ("Sample Agreement").³ In the Sample Agreement, the appearing party is Sunrun PR Operations LLC, which is one of the Related Entities listed in the Disclosure of Affiliates and Subsidiaries.

On May 6, 2020, the Energy Bureau issued a *Resolution* ("May 6 Resolution"),⁴ in which the Energy Bureau determined that the Request lacked a description of (i) the

¹ Amendment to Regulation No. 8618, on Certifications, Annual Fees and Operational Plans of Electric Service Providers in Puerto Rico, February 5, 2016.

² See Request, Continuation Sheet re: Information on Affiliate or Subsidiary Entities.

³ Operational Report, Annex 2, pp. 41-112.

⁴ On that same date May 6, 2020, the Energy Bureau issued another *Resolution* in the matter of caption, with regards to the motion titled *Request for Extension to Inform Gross Revenues*, filed by Sunrun on February 16, 2020.



Handwritten signatures in blue ink on the left margin, including initials 'hl', 'MA', 'Sm', and 'Sun'.

relationship between Sunrun and the Related Entities; and (ii) the services that the Related Entities would provide.⁵ The Energy Bureau stated that “[f]rom the information provided it is not clear the type of services Sunrun will provide.”⁶ The Energy Bureau ordered Sunrun to submit the following information, and/or related documents:

1. Documents marked as annexes to the Personal Information, but not filed. Specifically, (i) Copy of the Company’s Incorporation and Register Certificate, and (ii) Copy of the Good Standing Certificate issued by the Puerto Rico State Department.
2. Copy of the Incorporation and Register Certificate and Copy of the Good Standing Certificate for each Affiliate or Subsidiary entity, pursuant to Section 2.01(A)(12) of Regulation 8701.
3. Describe Sunrun corporate structure to include: (i) an explanation on the relationship between Sunrun and its Affiliate or Subsidiary Entities; (ii) a description of the relationship Sunrun has with each Affiliate or Subsidiary Entity, as well as the relationships among the Affiliate or Subsidiary Entities; (iii) a description of the type of service Sunrun and each of its Affiliate or Subsidiary Entities will provide; (iv) a description of how such services relate to Sunrun clients.
4. Describe the relationship Sunrun and its Affiliate or Subsidiary Entities have with its clients in each of the evaluation, negotiation, contract, installation, and operation stages. Include in such description the interaction of Sunrun with its Affiliate and Subsidiary Entities, and the interaction among the Affiliate and Subsidiary Entities, during each stage.
5. Describe the economic relationship between Sunrun, its Affiliate or Subsidiary Entities, and Sunrun clients. Such description must include all costs, rates and charges related to the sale of electricity or electric services to Sunrun clients. This must specifically describe the electric services provided by Sunrun and its Affiliate or Subsidiary Entities as they relate to such costs, rates, and charges.⁷

As forewarned on the May 6 Resolution, the Energy Bureau determined that the aforementioned information is required for Sunrun’s Request to be deemed complete

⁵ May 6 Resolution, p. 3.

⁶ *Id.*

⁷ *Id.*, pp. 4-5.



pursuant to Regulation 8701, and for the Energy Bureau to begin the Request's actual evaluation.⁸

On July 6, 2020, Sunrun filed a document titled *Motion in Compliance with Resolution Dated May 6, 2020* ("Motion in Compliance"). That same day, Sunrun filed a document titled *Motion in Compliance with Resolution Dated May 6, 2020, and to Request Confidential Treatment of Information* ("Motion in Compliance and Requesting Confidentiality"). In the Motion in Compliance and Requesting Confidentiality, Sunrun requested the Energy Bureau to grant confidential treatment and designation to the Annex included with the filing.

II. Review of the Supplemental Information Provided

A. Additional Documents Provided

In the Motion in Compliance, Sunrun provided the following documents in response to requests numbers 1 and 2 of the May 6 Resolution:

Request (1): Certificate issued by the Secretary of State of the State of Delaware of the *Amended and Restated Certificate of Incorporation of Sunrun Inc.*, dated August 10, 2015.

The Energy Bureau takes notice of the Good Standing Certificate issued by the Puerto Rico State Department ("PR State Department") for Sunrun Inc., as a for profit foreign corporation, Register No. 407207, included with the Request.⁹ Nevertheless, Sunrun ***did not*** include a copy of the Good Standing Certificate for Sunrun Inc. with the Motion in Compliance.

Request (2): Copy of the following documents:

Related Entities	Certificate of Incorporation or Certificate of Formation	Certificate of Good Standing PR State Department
Sunrun Sirius Owner 2018, LLC	Certificate of Formation; Delaware State Dept	For profit foreign LLC; Register No. 411085
Sunrun Sirius Manager 2018, LLC	Certificate of Formation; Delaware State Dept	n/a
Sunrun PR Operations LLC	Certificate of Formation; Puerto Rico State Dept	For profit domestic LLC; Register No. 410123
Sunrun Cygnus Manager 2018, LLC	Certificate of Formation; Delaware State Dept	n/a
Sunrun Cygnus Owner 2018, LLC	Certificate of Formation; Delaware State Dept	For profit foreign LLC; Register No. 419215

⁸ *Id.*, p. 4.

⁹ Request, Personal Information, Annex 1.



Related Entities	Certificate of Incorporation or Certificate of Formation	Certificate of Good Standing PR State Department
Sunrun Installation Services Inc.	Certificate of Amendment of Certificate of Incorporation (corporate name change); Delaware State Dept	For profit foreign Corp; Register No. 407202

Sunrun stated in the Motion in Compliance it included copies of the Puerto Rico Good Standing Certificates of Sunrun Sirius Manager 2018, LLC and Sunrun Cygnus Manager 2018, LLC.¹⁰ Upon examination of the documents submitted with the Motion in Compliance, we note that such certifications *were not* provided. However, we take notice that a copy of the Puerto Rico Good Standing Certificates for Sunrun Sirius Manager 2018 LLC, for profit foreign limited liability company, Register No. 411083, and copy of the Sunrun Cygnus Manager 2018, LLC, for profit foreign limited liability company, Register No. 419214, were included with the Request.¹¹

Upon review of the Motion in Compliance, the Energy Bureau **DETERMINES** that the information provided in response to requests (1) and (2) of the May 6 Resolution is responsive and will be evaluated as part of the Request.

In the Motion in Compliance and Requesting Confidentiality, Sunrun included, as an Annex, its responses to requests numbers (3), (4), and (5) of the May 6 Resolution. Upon review of the information provided in the Annex, Sunrun neither explained its corporative structure and its relationship with the Related Entities nor described the type of services that the Related Entities will provide to Sunrun’s clients and Sunrun’s relationship to such services.

Absent such information, the Energy Bureau **DETERMINES** that the Request is incomplete.

B. Request for Confidentiality

Act 57-2014 establishes that any person having the obligation to submit information to the Energy Bureau, can request privilege or confidential treatment to any information that the party submitting understands deserves such protection.¹² Specifically, Act 57-2014 requires the Energy Bureau to confidentially treat the submitted information provided that “the Energy Bureau, after the appropriate evaluation, believes such information should be protected”.¹³ In such case, the Energy Bureau “shall grant such protection in a manner that

¹⁰ Motion in Compliance, p. 2, ¶ 3.

¹¹ Request, Personal Information, Annex 1.

¹² Section 6.15 of Act 57-2014, known as the *Puerto Rico Transformation and RELIEF Act*, as amended.

¹³ *Id.*



least affects the public interest, transparency, and the rights of the parties involved in the administrative procedure in which the allegedly confidential document is submitted.”¹⁴

Sunrun requested the Energy Bureau to grant confidential treatment and designation to the Annex included with the Motion in Compliance and Requesting Confidentiality. Sunrun argues that the information contained in the Annex is commercially sensitive and/or confidential information. Sunrun states that the Annex details information on its corporate structure, business dealings and financing aspects of the company. Further, Sunrun contends that said information is generally not available to the public, and its disclosure would place Sunrun at a competitive disadvantage with respect to market participants and cause it economic harm.

Upon examining Sunrun’s arguments, the Energy Bureau **GRANTS** confidential designation and treatment to the Annex included with the Motion in Compliance and Requesting Confidentiality, under Article 6.15 of Act 57-2014.

III. Conclusion

The Energy Bureau **GRANTS** Sunrun **twenty (20) days**¹⁵, from the notification of this Resolution and Order, to file with the Energy Bureau the following information:

1. A description of Sunrun’s corporate structure that includes: (i) an explanation of the relationship between Sunrun and the Related Entities, specifying which are subsidiaries and which are affiliates; (ii) the relationship that Sunrun has with each of the Related Entities; (iii) the relationships among the Related Entities; and (iv) a corporate entity relationship diagram that depicts the relationships between Sunrun and the Related Entities.
2. Regarding the services to be provided, describe: (i) the services that Sunrun will provide in Puerto Rico; (ii) the services that the Related Entities will provide in Puerto Rico; (iii) the services that Sunrun will provide to each of the Related Entities; (iv) the services that each of the Related Entities will provide to Sunrun; (v) the services that each of the Related Entities will provide on behalf of, or as an agent of, or as a representative of, Sunrun; and (vi) the services that each of the Related Entities will provide any other of the Related Entities;
3. A description of the role that Sunrun, and of each of the Related Entities, will have when tending to Puerto Rico clients and potential clients, in the

¹⁴ *Id.*

¹⁵ If needed, this term may be extended upon request.

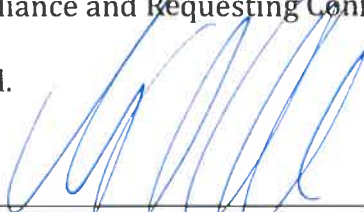


evaluation, negotiation, contract, installation and operation stages. Include in such description the interaction of Sunrun with the Related Entities, and the interaction among the Related Entities, during each stage.

4. Describe the economic relationship between Sunrun, the Related Entities, and Sunrun's clients. Such description must include all costs, rates and charges related to the sale of electricity or electric services that Sunrun will provide in Puerto Rico. This must specifically describe the type of electric services provided by Sunrun and the Related Entities as they relate to such costs, rates, and charges.

The Energy Bureau **GRANTS** confidential designation and treatment to the Annex included with the Motion in Compliance and Requesting Confidentiality.

Be it notified and published.



Edison Avilés Deliz
Chairman



Ángel R. Rivera de la Cruz
Associate Commissioner



Lillian Mateo Santos
Associate Commissioner



Ferdinand A. Ramos Soegaard
Associate Commissioner



Sylva B. Ugarte Araujo
Associate Commissioner

CERTIFICATION

I hereby certify that the majority of the members of the Puerto Rico Energy Bureau has so agreed on June 24, 2021. I also certify that on June 30, 2021 a copy of this Resolution was notified by electronic mail to: becca.smith@sunrun.com. I also certify that today, June 30, 2021, I have proceeded with the filing of the Resolution issued by the Puerto Rico Energy Bureau.

I sign this in San Juan, Puerto Rico, today June 30, 2021.



Sonia Seda Gaztambide
Clerk

