

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

**IN RE:** REQUEST FOR CERTIFICATION  
SUNE WMT PR2, LLC

**CASE NO.:** CEPR-CT-2016-0015

**SUBJECT:** Notice of Appearance, June 12  
Motions and June 15 Motion.

**RESOLUTION AND ORDER**

**I. Introduction and Procedural Background**

SUNE WMT PR2, LLC. ("SUNE PR2") is a Limited Liability Company organized under the Laws of Puerto Rico since January 28, 2010.<sup>1</sup>

On June 19, 2016, the Energy Bureau of the Puerto Rico Public Service Regulatory Board ("Energy Bureau") certified SUNE PR2 as an electric service company<sup>2</sup> pursuant to the requirements Regulation 8701<sup>3</sup>.

SUNE PR2 is the owner of multiple solar photovoltaic generation projects with aggregated capacity of 1.139 MW. SUNE PR2 has a Power Purchase Agreements (PPAs) with several private clients.

On March 29, 2023, Energy Bureau issued an Order to Show Cause ("March 29 Order"), through which it ordered SUNE PR2 to within five (5) days from the notification date to (i) file its report on the gross revenue of the sales generated during Natural Year 2022 pursuant to the provisions of Section 4.02 of Regulation 8701; and (ii) show cause why the Energy Bureau should not impose an administrative fine of five hundred dollars (\$500) for its failure to comply with Act 57-2014<sup>4</sup> and Regulation 8701.

On May 5, 2023, the Energy Bureau issued a Resolution and Order ("May 5 Order"), through which it ordered SUNE PR2 to, within five (5) days of the notification date, to (i) pay an administrative fine of five hundred dollars (\$500) for its failure to comply with Act 57-2014 and Regulation 8701; (ii) file its report on the gross revenue of the sales generated during Natural Year 2022; (iii) file its annual operational report pursuant the provisions of Section 2.02; and (iv) show cause why the Energy Bureau should not impose another administrative fine of five hundred dollars (\$500) for its failure to file the annual operational report.

The March 29 Order and the May 5 Order were officially notified by the Energy Bureau's Clerk to Meghan Semiao (meghan.semiao@longroadenergy.com) and Ignacio J. Vidal-Cerra (ivc@mcvpr.com) on March 29, 2023, and May 5, 2023, respectively. According to the

<sup>1</sup> Copy of *Certificate of Organization*, Department of State, Government of Puerto Rico, *IN RE: REQUEST FOR CERTIFICATION SUNE WMT PR2, LLC.*, Case No.: CEPR-CT-2016-0015.

<sup>2</sup> Section 1.3(l) of Act 57-2014 defines the term "Electric Power Company" or "Electric Power Service Company" as follows: "Shall mean any natural or juridical person or entity, energy cooperative, engaged in the provision of generation services, transmission and distribution services, billing, wheeling, grid services, energy storage, resale of electric power as well as any other electric power service as defined by the Bureau. The Electric Power Authority or its successor as well as any Contractor under a Partnership or Sales Contract executed in relation to PREPA Transactions conducted by virtue of Act No. 120-2018 shall be deemed Electric Power Service Companies for purposes of this Act."

<sup>3</sup> *Amendment to Regulation No. 8618, on Certifications, Annual Fees and Operational Plans of Electric Service Providers in Puerto Rico*, February 17, 2016 ("Regulation 8701"), as amended by Regulation No. 9182, *Amendment to Regulation No. 8701, on Certifications, Annual Fees and Operational Plans of Electric Service Providers in Puerto Rico*, June 24, 2020 ("Regulation 9182").

<sup>4</sup> Known as the *Puerto Rico Energy Transformation and RELIEF Act*, as amended.



administrative file Meghan Semiao is the authorized<sup>5</sup> person to receive notifications from the Energy Bureau, and Ignacio J. Vidal-Cerra is the Legal Representative of SUNE PR2, who filed several Motions on behalf of its client during the year 2022.

On May 18, 2023, the Energy Bureau contacted attorney Ignacio J Vidal-Cerra of SUNE PR2 by phone to inform SUNE PR2 has not responded to the May 29 Order not the May 5 Order. Ignacio J. Vidal-Cerra indicated that SUNE PR2 was sold to a third party, and that their efforts to contact SUNE PR2 Representatives were unsuccessful.

On June 7, 2023, the Energy Bureau initiated the diligence to find the contacts of the new representatives of SUNE PR2. As a result, the Energy Bureau found the email address of Mr. Michael Howell, a representative of EDPR NA Distributed Generation, LLC ("EDPR"), which are the actual owners of SUNE PR2.

On June 8, 2023, the Energy Bureau sent a communication to Mr. Michael Howell of the March 29 Order and the May 5 Order.

On June 12, 2023, SUNE PR2 filed the following documents (collectively "June 12 Motion"):

- (i) *Notice of Appearance* ("June 12 Notice of Appearance")
- (ii) *Informative Motion as to Recent Actual Notice of PREB's Orders Showing Cause of Involuntary Delay in Responding to Orders, Motion Submitting Information and to Update Personal Information* ("June 12 Informative Motion")
- (iii) *Motion in compliance with PREB's March 29, 2023, and May 5, 2023 Orders* ("June 12 Motion"), and the Attachments:
  - a. *Exhibit A – Gross Revenue Report and Financial Statement for the Natural Year 2022.*
  - b. *Exhibit B – Operational Report for 2023.*
  - c. *Exhibit C – Evidence of Payment for the Update of the Personal Information and for filing the Operational Report 2023, including a copy of paycheck no. 82825 for eight hundred and fifty dollars (\$850).*

In the June 12 Motion SUNE PR2 requested Confidential Treatment for the *Exhibit B* claiming that it *has sensitive information*<sup>6</sup> and its *disclosure would place SUNE PR2 at a competitive disadvantage*<sup>7</sup>.

On June 15, 2023, SUNE PR2 file a document titled *Motion to Supplement SUNE PR2's Informative Motion filed on June 12, 2023* ("June 15 Motion"), with *Exhibit A – Updated Personal Information Electric Power Companies Form* (Form NEPR-B01).

## II. Applicable Law and Analysis.

Act 57-2014 requires all electric service companies to obtain a certification<sup>8</sup> and to file certain information under the terms established by the Energy Bureau.

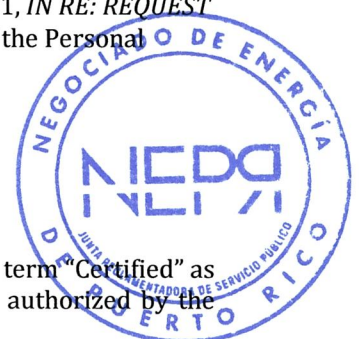
Sections 2.01 and 3.03 of Regulation 8701 describe the information that every electric service company to offer services in Puerto Rico must submit with its Request for Certification.

<sup>5</sup> *Updated Personal Information Electric Power Companies* (Form NEPR-B01), April 29<sup>th</sup> 2021, *IN RE: REQUEST FOR CERTIFICATION SUNE WMT PR2, LLC*, Case No.: CEPR-CT-2016-0015. ("Last Update of the Personal Information")

<sup>6</sup> June 12 Motion, p. 2, ¶4.

<sup>7</sup> *Id.*

<sup>8</sup> See Section 6.13 of Act 57-2014. See also Section 1.3(h) of Act 57-2014 which defines the term "Certified" as follows: "Shall mean every electric power service company that has been evaluated and authorized by the Energy [Bureau]."





Article 2 of Regulation 8701 establishes the duty of all electric power companies to update its personal information.

Specifically, Section 2.01(D) establishes the following:

Should there be any change in the information that an electric service company has submitted to the Energy Commission pursuant to this Section, said electric service company must alert the Commission of the referred change and submit the updated information within a period of ten (10) days following the occurrence of the change.

Section 2.02 of Regulation 8701 establishes the requirement for an electric service company to file to the Energy Bureau their operational reports.

Section 3.05 of Regulation 8701 empowers the Energy Bureau to issue a cease-and-desist order, revoke, and annul any decision, ruling or order issued in relation to the process of any Request for Certification, when an electric service company "... **has failed to comply with its duty to provide or update the information** required under Law 57-2014, as amended, or this Regulation."

Section 6.35(a) of Act 57-2014 establishes the requirements for transfer, acquisition, merger, and consolidation of certified electric power companies, as follow:

(a) In General. — **No sale, acquisition, merger, or consolidation of electric power companies or the facilities thereof shall be completed if the Energy Bureau does not issue a certification stating that such transaction is consistent with the integrated resource plan, and the best interests of Puerto Rico,** and does not involve the capture or control of electric power services by an electric power service company or the creation of a monopoly over electric power services by a private electric power service company. No electric power service company or the subsidiary or affiliate thereof may control fifty percent (50%) or more of the power generation assets' capacity, except for the Electric Power Authority in the case of legacy power generation assets. The maximum percentage of the power generation assets' capacity that an electric power Service Company, or the subsidiary or affiliate thereof may control may be revised by the Bureau to prevent the establishment of a monopoly in generation, but in no event, it may reach (50%) or more of the power generation assets' capacity. (Emphasis supplied)

A. *June 12 Notice of Appearance*

In the June 12 Notice of Appearance, Mr. Adrian Jiménez Torres appears as a counsel for SUNE PR2 in the present case and requests *subsequent motions, orders, resolutions, judgments, and documents* related to the present case be notified to the following address:

Pietrantoni Méndez & Álvarez  
Popular Center, 19<sup>th</sup> Floor  
208 Ponce de León Ave.  
San Juan, PR 00918

Phone: (787) 274-1212  
Fax: (787) 274-1470

Email: ajimenez@pmalaw.com

The Energy Bureau **TAKES NOTICE** of the information in the June 12 Notice of Appearance.



*B. June 12 Informative Motion*

SUNE PR2 alleges, among other things, (i) it had not received timely actual notice of the March 23 Order nor the May 5 Order; (ii) there was a change in ownership of the company; (iii) it no longer receives notices through Meghan Semiao nor Ignacio J. Vidal-Serra; and (iv) its current authorized representative to receive communications from the Energy Bureau is Ms. Meredith Chambers, Chief Legal Officer (legalnotice@edpr.com).

SUNE PR2 requests the Energy Bureau to waive the administrative fine imposed by the May 5 Order. SUNE PR2 alleges it was an involuntary delay in responding to the March 29 Order and May 5 Orders.

As described in Part I of this Resolution the May 29 and May 5 Orders were officially notified by the Energy Bureau's Clerk promptly. SUNE PR2 reported about the change in ownership and designation of Ms. Meredith Chambers as the new authorized representative to receive communications on June 12 2023, when the March 29 Order and May 5 Order were already issued by the Energy Bureau; that is, seventy-five (75) days after the March 29 Order was already issued and thirty eight (38) days after the May 5 Order was already issued.

The Energy Bureau **DETERMINES** SUNE PR2 did not update its personal information as required by Section 2.01(D) of Regulation 8701.

Section 2.01(D) of Regulation 8701 establishes the following:

Should there be any change in the information that an electric service company has submitted to the Energy Commission pursuant to this Section, said electric service company must alert the Commission of the referred change and submit the updated information within a period of ten (10) days following the occurrence of the change.

The Energy Bureau **DETERMINES** SUNE PR2 **did not comply** with the requirements and procedures established by Section 6.35(a) of Act 57-2014 for transfer, acquisition, merger, and consolidation of certified electric power companies. SUNE PR2 **shall file** before the Energy Bureau a copy of the document that legalizes the *transfer, acquisition, merger, or consolidation* of the company which result in the change of ownership mentioned in June 12 Informative Motion.

SUNE PR2 by itself is a legal entity organized under the Laws of Puerto Rico and by itself is an electric service company certified by the Energy Bureau. As a result, SUNE PR2 must comply with all its legal and financial obligations including all regulatory requirements, regardless of its owner. It was the duty of the present owner to comply with all the legal, financial, and regulatory obligations of SUNE PR2.

The Energy Bureau does not accept the justification presented by SUNE PR2 and **DENIES** its request to waive the administrative fine of five hundred dollars (\$500) imposed for its failure to meet the requirements of Regulation 8701 and Act 57-2014.

SUNE PR2 **shall**, (i) file Evidence of the change of ownership, clearly stating its effective date; and (ii) pay an administrative fine of five hundred dollars (\$500) at the Energy Bureau's Clerk.

*C. June 12 Motion*

*Exhibit A – Gross Revenue Report and Financial Statements for the natural year 2022*

In the *Exhibit A*, SUNE PR2 included an unaudited Financial Statements for the year ending December 31, 2022.





Section 4.02(E) of Regulation 8701, as amended, establishes:

When the Annual Gross Revenue of an Electric Service Company during a Calendar Year is equal to or less than three million dollars (\$3,000,000.00), the Annual Gross Revenue report must be signed by the authorized representative of the Electric Service Company. The signature of the authorized representative shall constitute a certificate under oath, under penalty of perjury, that such information is correct and complete. In addition, the Electric Utility Company **shall submit to the Energy Bureau its financial statements for each Fiscal Year compiled by an Authorized Public Accountant (CPA) authorized to practice such profession in Puerto Rico, or in any jurisdiction of the United States of America.** Such compiled financial statements shall be submitted to the Energy Bureau within one hundred and twenty (120) days, counted from the date on which the Electric Service Company's Fiscal Year ends. The provisions of this paragraph shall apply to any successor to the Puerto Rico Electric Power Authority.

SUNE PR2 **shall file** its financial statements for the year ending December 31, 2022 compiled by an Authorized Public Accountant (CPA) allowed to practice such profession in Puerto Rico, or in any jurisdiction of the United States of America, pursuant the requirements of Section 4.02 of Regulation 8701, as amended.

According to the administrative file there is a substantial drop in the SUNE PR2 Gross Revenues for 2022 in relation to past years 2020 and 2021, respectively. SUNE PR2 shall file within ten (10) days of the notification of this Resolution and Order an **EXPLANATION** of the reason for the drop in its Gross Revenue during the last year.

Exhibit B – Operational Report for 2023

SUNE PR2 requested Confidential Treatment for the information in *Exhibit B*; the justification was described in Part I of this Resolution.

Act No. 57-2014 establishes that any person having the obligation to submit information to the Energy Bureau, may request that any information it is considered privileged or confidential be treated in such fashion<sup>9</sup>. Specifically, Act 57-2014 requires from the Energy Bureau to treat as confidential the information submitted provided that “after the appropriate evaluation, believes such information should be protected”<sup>10</sup>. In such case, “the Energy Bureau shall grant such protection in a manner that 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”<sup>11</sup>.

Upon the examination of the information presented in *Exhibit B*, the Energy Bureau **GRANTS** the Confidential Treatment of Exhibit B of the June 12 Motion as requested.

SUNE PR2 filed its Operational Report for 2023 under the requirements of Section 2.02 of Regulation 8701.

SUNE PR2 reports data monitoring equipment failures beginning March 2022. As a result, the data reported for the Total Generation (MWh) and the Net Generation (MWh), the operating hours, and the calculated capacity factor only reflects the energy measured up to the date of the equipment failure. SUNE PR2 indicates is still working to correct these remote monitoring issues.

<sup>9</sup> Section 6.15 of Act 57-2014, *Rules of Confidentiality*. See also, Section 1.15 of Regulation 8701.

<sup>10</sup> *Id.* at (a).

<sup>11</sup> *Id.*



SUNE PR2 explained the data reported for 2022 only has the data until beginning of March 2022. But comparing the data with earlier years, SUNE PR2 shall file within ten (10) days of the notification of this Resolution and Order an **EXPLANATION** if it was operating below its normal operating capacity during 2022 and what are the reasons for that change.

*Exhibit C – Evidence of Payment for the Update of the Personal Information and for the filing of the Operational Report 2023*

SUNE PR2 in *Exhibit C* included a copy of the paycheck no. 82825 for eight hundred and fifty dollars (\$850) as evidence for the payment of (i) the Update of its Personal Information (\$50) and (ii) filing its annual Operational Report (\$800).

The Energy Bureau **DETERMINES** SUNE PR2 met the requirements of Section 2.03 of Regulation 8701.

*D. June 15 Motion*

SUNE PR2 attached an *Updated Personal Information Electric Power Companies Form* (Form NEPR-B01) to the June 15 Motion.

In the *updated* Form, SUNE PR2 indicates “N/A” for the Parts A and B, and updates Parts C, D, E, F and G.

Because a change in ownership has occurred the Energy Bureau needs to confirm the data in Parts A and B remains the same. The Energy Bureau **ORDERS** SUNE PR2 to file on or before ten (10) days from the notification of this Resolution and Order an amended *Personal Information Electric Power Companies Form* (Form NEPR-B01) to include the data for Parts A and B. The Energy Bureau will credit the fifty dollars (\$50) paid on June 12, 2023 for filing the amended form.

*E. Compliance with March 29 and May 5 Orders*

After the examination of the June 12 and June 15 Motions, the Energy Bureau **DETERMINES** SUNE PR2 partially complied with the March 29 and May 5 Orders. All deficiencies found in the filed documents are described in Part II, Sections B, C and D of this Resolution and Order.

**III. Conclusion.**

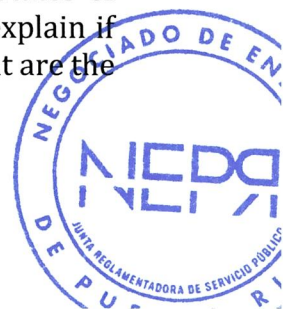
The Energy Bureau **DETERMINES** that SUNE PR2 has partially complied with the March 29 and May 5 Orders.

The Energy Bureau **ORDERS** SUNE PR2 to correct the deficiencies described in Part II of this Resolution and Order.

The Energy Bureau **DENIES** SUNE PR2 request to waive the administrative fine of five hundred dollars (\$500) imposed for its failure to comply with the requirements of Regulation 8701 and Act 57-2014.

The Energy Bureau **GRANTS** Confidential Treatment to Exhibit B of the June 12 Motion, as requested by SUNE PR2.

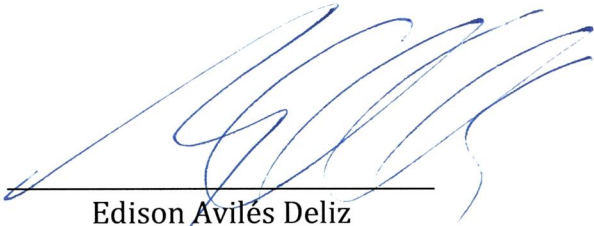
The Energy Bureau **ORDERS** SUNE PR2 to, **within ten (10) days** of the notification of this Resolution and Order, (i) file an *Updated Personal Information Electric Power Companies Form* (Form NEPR-B01) including the data for Parts A and B of this Form; (ii) file Evidence of the change of ownership, stating its effective date; (iii) pay an administrative fine of five hundred dollars (\$500) at the Energy Bureau’s Clerk; (iv) file its financial statements for the year ending December 31, 2022 compiled by an Authorized Public Accountant (CPA) allowed to practice such profession in Puerto Rico, or in any jurisdiction of the United States of America; (v) explain the reason for the drop in its Gross Revenue for 2022; (vi) explain if SUNE PR2 was operating below its normal operating capacity during 2022 and what are the reasons for that change during the last year.






The Energy Bureau **WARNS** SUNE PR2 that non-compliance with Energy Bureau’s orders and regulations may carry the imposition additional administrative fines.

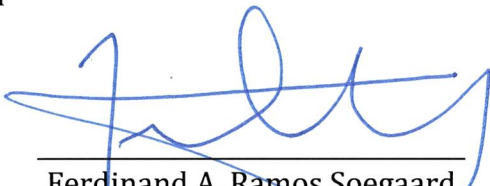
Be it notified and published.



Edison Avilés Deliz  
Chairman



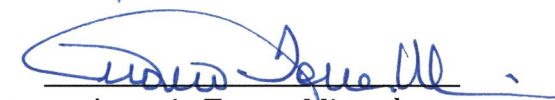
Lillian Mateo Santos  
Associate Commissioner



Ferdinand A. Ramos Soegaard  
Associate Commissioner



Sylvia B. Ugarte Araujo  
Associate Commissioner



Antonio Torres Miranda  
Associate Commissioner

**CERTIFICATION**

I hereby certify that the majority of the members of the Puerto Rico Energy Bureau has so agreed on July 5, 2023. I also certify that on July 6, 2023 a copy of this Resolution and Order was notified by electronic mail to: legalnotice@edpr.com, mtrelles@pmalaw.com; ajimenez@pmalaw.com. I also certify that today, July 6, 2023, I have proceeded with the filing of the Resolution and Order issued by the Puerto Rico Energy Bureau.

I sign this in San Juan, Puerto Rico, today, July 6, 2023.

  
Sonia Seda Gaztambide  
Clerk