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

IN RE: REQUEST FOR CERTIFICATION SUNSTRONG MANAGEMENT LLC.	**CASE NO.:** NEPR-CT-2025-0012 **SUBJECT:** Resolution and Order pertaining to *Motion to Request Certification as an Electric Service Company and as a DR Aggregator and Request for Confidential Treatment* and *Motion to Confirm Interim Authorization to Operate Under Sunnovas's DR Aggregator Certification and Request for Confidential Treatment*, filed by SunStrong Management LLC.

RESOLUTION AND ORDER

I. Introduction

On October 28, 2025, SunStrong Management LLC ("SunStrong") filed before the Energy Bureau of the Puerto Rico Public Service Regulatory Board ("Energy Bureau") a document titled *Motion to Request Certification as an Electric Service Company and as a DR Aggregator and Request for Confidential Treatment* ("October 28 Motion") requesting: (i) certification as electric power company to provide the service of electric power generation power for sale in Puerto Rico through distributed generator system (the "System") with aggregated capacity of one (1) MW or more, under Regulation 8701[1] and, (ii) certification as Demand Response Aggregator ("DRA") according to Regulation 9246[2].

On October 31, 2025, SunStrong filed a document titled *Motion to Confirm Interim Authorization to Operate Under Sunnova's DR Aggregator Certification and Request for Confidential Treatment* ("October 31 Motion") under Case No.: NEPR-MI-2022-0001. In the October 31 Motion, SunStrong reported that the Sunnova Energy Corporation ("Sunnova")[3] assets in Puerto Rico were purchased by Solaris Capital Holdings, LLC, Solaris TEP H Purchaser, LLC (collectively, "Solaris"). According to the October 31 Motion, on September 3, 2025, the court-approved sale of certain Sunnova assets to Solaris affiliated entities was completed. In connection with the sale, SunStrong was designated as the operator of those assets. The October 31 Motion explains that on that date, several key agreements were executed in connection with the closing:

- An Asset Management Agreement (AMA) under which Solaris entities engaged SunStrong to manage the acquired assets and perform day-to-day operations, cash management, accounting, compliance, reporting, and related responsibilities.
- A Transition Services Agreement (TSA) under which Sunnova and certain affiliates agreed to provide transition services during the handoff.
- A Designation Agreement through which the Solaris purchasers designated SunStrong to purchase certain acquired assets, including Sunnova's LUMA[4] contracts.

[1] *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").

[2] *Regulation for Demand Response*, December 21, 2020 ("Regulation 9246").

[3] Case No.: CEPR-CT-2016-0002.

[4] LUMA Energy, LLC and LUMA Energy ServCo, LLC (referred to jointly as "LUMA").

- A Bill of Sale and Assignment and Assumption Agreement assigning those assets and rights to SunStrong, including Sunnova's LUMA contracts.

Moreover, through the October 31 Motion, SunStrong requested that the Energy Bureau confirm its interim authority to operate under Sunnova's existing certification as a Demand Response Aggregator while its own certification request was pending. SunStrong explained that, through the bankruptcy proceedings and asset transfer, it acquired Sunnova's contracts with LUMA related to emergency demand response programs. According to SunStrong, Sunnova is temporarily maintaining its certification as part of the transition process, but SunStrong has assumed operational responsibilities and therefore needs regulatory clarity to avoid interruptions in program delivery and customer participation.

The October 31 Motion also requested that the Energy Bureau order LUMA to resume implementation of the Master Aggregation Agreement, continue onboarding customers into the CBES/CBES+ programs, and recognize SunStrong as the successor operator. SunStrong argued that allowing it to operate on an interim basis promotes continuity, protects customer expectations, and supports system reliability and demand response operations, particularly given Puerto Rico's grid vulnerability and ongoing transition to distributed energy resources.

Additionally, SunStrong sought confidential treatment of the motion and supporting documents and indicated it would submit a memorandum of law in support of this request under separate cover.

The October 31 Motion further specifies that, as of the closing date on September 3, 2025, Sunnova's rights, titles, and interests under its LUMA contracts were fully irrevocable vested in SunStrong, and that such assignments remain binding on counterparties under the Bankruptcy Court's sale order.

SunStrong filed redacted and unredacted version of the October 28 Motion, including redacted and unredacted of the following forms, information and corresponding annexes:

1. Forms and information pertaining to Certification as Electric Service Company

Attachment 1 – Personal Information (Form NEPR-B01), with copy of the permits necessary to operate and do business in Puerto Rico.

a. Certification by the Delaware Secretary of State validating the certificate of formation of SunStrong, issued August 12, 2024.
b. Certificate of Formation of SunStrong by the Delaware Department of State issued on August 12, 2024.
c. Certificate of Good Standing by the Puerto Rico Department of State issued on October 21, 2025.
d. Certificate of Authorization to do Business in Puerto Rico by the Puerto Rico Department issued on September 4, 2025.
e. Certificate of Legal Entity by the Puerto Rico Department of State issued on September 4, 2025.

Attachment 2 – Operational Report (Form NEPR-B03), with its corresponding annex and attachments reporting as type of electric service: distributed generators with aggregated capacity of one (1) MW or more.

Attachment 3 – Request for Certification (Form NEPR-B04) reporting as type of electric service: distributed generators with aggregated capacity of one (1) MW or more.

Attachment 4 - Statement affirming the sufficiency of the company's human resources. (Section 3.03(A)(4)) of Regulation 8701).

a. List of operating and managing personnel.
b. Description of employees' positions.
c. Details of function for each position.

Attachment 5 – Evidence of payment of the fees due upon submission of Personal Information (Form NEPR-B01), Operational Report (Form NEPR-B03) and Request for Certification (Form NEPR-B04).

Attachment 6 – Audited financial statements of SunStrong's parent company.[5]

2. Information pertaining to Certification as Demand Response Aggregator

Attachment A – SunStrong's Privacy and Data Security Policy

Attachment B – Standard electronic communications submitted to SunStrong's customers regarding the Customer Battery Energy Sharing (CBES) Program and SunStrong Virtual Power Plant Rewards Program.

Attachment 2.01 – 2024 Annual Report – Performance data for systems participating in the Customer Battery Energy Sharing Program. (Section 5.01(A) of Regulation 9246.)

II. Applicable Law

A. Certification as Electric Service Company

Act 57-2014[6] requires all electric service companies[7] to obtain a certification[8] and to file certain information under the terms established by the Energy Bureau. Section 2.01 of Regulation 8701 related to Personal Information, Section 3.03 of Regulation 8701 related to Request of Certification, Section 2.02 and Section 3.03(A)(6) of Regulation 8701 related to Operational Report, describe the information and documents that every electric service company to offer services in Puerto Rico must submit with its Request for Certification.

Act 57-2014 requires that every Electric Service Company obtain a certification to provide services in Puerto Rico, besides presenting specific information under the requirements established by the Energy Bureau. Regulation 8701 establishes the requirements that any electric service company must comply to provide electric services in Puerto Rico.

An "Electric Power Generation Company" or "Independent Power Producer" is any natural or juridical person engaged in the production or generation of electric power in Puerto Rico to be sold through Power Purchase Agreements ("PPAs") or any other legal transaction authorized by the Energy Bureau.[9] Among others, such term includes renewable energy producers. This means that Electric Power Generation Companies are Electric Service Companies, since they provide one of the Electric Services identified in Section 1.3(l) of Act 57-2014. Per Section 1.3(m) of Act 57-2014, the services that Electric Power Generation

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[5] SunStrong reports that is a newly incorporated entity that has not yet generated revenue in Puerto Rico and that is submitting these financial statements as a show of good faith.

[6] Known as the *Puerto Rico Energy Transformation and RELIEF Act,* as amended ('Act 57-2014").

[7] 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."

[8] 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."

[9] Section 1.3(m) of Act 57-2014.

Companies provide are contracted, among others, through PPAs, which are agreements or contracts approved by the Energy Bureau whereby the Electric Power Generation Company is bound to sell electric power to another natural or juridical person, and such other person is, in turn, bound to acquire said electric power at a just and reasonable rate.[10]

B. Certification of Demand Response Aggregators

Regulation 9246 establishes that Demand Response Aggregators shall be certified by the Energy Bureau under the processes established in Regulation 8701. Regulation 9246 establishes additional requirements for DR Aggregator certification. Although in *In Re Energy Efficiency and Demand Response Transition Period Plan*, Case No. NEPR-MI-2022-0001, the Energy Bureau determined that certain requirements of Regulation 8701 shall be waived in the case of Demand Response Aggregators, in the present case SunStrong submitted full documentation under Regulation 8701 for its certification as Electric Service Company.

Regulation 9246 requires the following information and documents for the certification of Demand Response Aggregators:

1. Copy of the Annual Report describing the DR Aggregator's complete activities during the year including:[11]

    a. Summary of the DR resources aggregated.
    b. DR programs in which they are enrolled.
    c. Performance of their resources during events when DR has been dispatched
    d. Any other information as the Energy Bureau shall determine by order or resolution.

2. Additional requirements for all DR Aggregators:[12]

    a. Description of the type of DR resources it seeks to develop and aggregate.
    b. The DR program or programs offered by PREPA that it intends to utilize on behalf of its customers.
    c. Privacy and data security policy that describes and governs how it stores, safeguards, and limits disclosure of customer information, as required by Section 6.01 of Regulation 9246.[13]
    d. If the DR Aggregator intends to serve residential or small commercial customers, provide the standard form letter or electronic communication and agreement to be submitted to each customer explaining the terms and conditions of participating in the DR service as required by Section 2.03 of this Regulation.[14]

3. Additional requirements for DR Aggregators intending to enroll residential and small commercial customers in DR programs:[15]

    a. Standard form letter or electronic communication and agreement to be submitted to each customer explaining the terms and conditions of participating in the DR service. This

[10] Section 1.3(p) of Act 57-2014.

[11] Included as Attachment 2.01, as required by Section 2.02(B)(1) and 5.01 of Regulation 9246.

[12] As required by Section 2.02(B)(2) of Regulation 9246.

[13] Included as Attachment A.

[14] Included as Attachment B.

[15] As required by Section 2.03(G) of Regulation 9246.

letter or communication is submitted for the approval of the Energy Bureau.

b. Appropriate contractual or other arrangements for their customers necessary to implement DR service consistent with all applicable laws, Energy Bureau requirements, and Regulation 9246.

4. Complaint Procedure - Section 6.03 of Regulation 9246 requires DR Program Providers that, before enrolling customers in the DR program, shall develop and publish a procedure for addressing any complaints a Customer may have regarding the DR services or compensation provided to the Customer.

III. Analysis and Conclusion

Through its October 28 Motion, SunStrong requests certification as an electric service company and as a demand response aggregator.

The record demonstrates that under the Asset Purchase Agreement ("APA") and related closing documents executed on September 3, 2025, the entities collectively referred to as the *Solaris Purchasers* acquired from Sunnova the portfolio of distributed solar generation systems and customer contracts that together constitute an electric service operation in Puerto Rico. Through this acquisition, Solaris became the legal owner of the physical and contractual assets that generate and supply electricity to customers. These assets collectively provide an electric service that includes distributed generation of solar photovoltaic energy. This means that Solaris will engage in the production of electric power generation in Puerto Rico to be sold through PPAs. Therefore, Solaris is an Electric Power Generation Company or Independent Power Producer as defined by Act 57-2014.

Moreover, in accordance with the above, under Regulation 8701, an Electric Service Company includes entities that provide electric power generation for sale in Puerto Rico through distributed generators that are interconnected to the Puerto Rico Electric Power Authority's ("PREPA") power grid with an aggregated capacity of one megawatt (1 MW) or more, in accordance with a PPA. Because Solaris owns the generation assets and derives the economic benefit from the sale of electricity, Solaris, not SunStrong, is the entity that ultimately provides electric service within the meaning of the regulation.

By contrast, SunStrong acts as Solaris's asset manager pursuant to an Asset Management Agreement ("AMA"). Under this agreement, SunStrong provides administrative, management, and supplemental services with respect to the Acquired Assets, including day-to-day operations, cash management, accounting, compliance, reporting, and other asset management-related tasks. These activities are operational and administrative in nature; they do not transfer ownership or control of the electric assets.

Accordingly, for regulatory consistency and proper jurisdictional oversight, the Energy Bureau **DETERMINES** that Solaris must be certified as the Electric Service Company responsible for providing electric service through its owned generation portfolio. The entities affiliated with Solaris, as the legal owners of the distributed generation assets that provide electric service to customers, fall within the definition of an Electric Service Company under Regulation 8701. Accordingly**, Solaris shall obtain certification before the Energy Bureau to lawfully provide electric service in Puerto Rico**.

Pertaining to the request for certification as a Demand Response Aggregator to participate in the CBES and CBES+ programs on behalf of Solaris, the Energy Bureau **DETERMINES** that SunStrong has complied with all applicable requirements of Regulation 8701. Additionally, SunStrong has met the requirements set forth in Section 2.02 of Regulation 9246. Nonetheless, SunStrong has not filed its procedure for addressing complaints a customer may have regarding the DR services or compensation provided to the customer established under Section 6.03 of Regulation 9246. Hence, the Energy Bureau **GRANTS** SunStrong **seven (7) days** to submit its complaint procedure.

The Energy Bureau **CERTIFIES** SunStrong as a Demand Response Aggregator under the special circumstances of the Transition Period Plan ("TPP") and LUMA's Emergency Demand Response Program.

Certification Expiration Date: June 30, 2028.[16]

Certification can be renewed upon SunStrong's request Renewal requests shall filed at least **thirty (30) days** before the Expiration Date (June 30, 2028).

The Energy Bureau **ORDERS** the Clerk's Office to include SunStrong in the List of Certified Demand Response Aggregators at the Energy Bureau's website, including SunStrong's contact information, as required by Section 2.02(C) of Regulation 9246.

The Energy Bureau **GRANTS** confidential designation and treatment to the October 28 Motion and the attached forms and documents and **TAKES NOTICE** SunStrong filed a public redacted version of the referenced documents in accordance with Section 6.15 of Act 57-2014; Section 1.15 of Regulation 8701; and *In Re: Policy on Management of Confidential Information in Procedures before the Commission*, Case No.: CEPR-MI-2016-0009, Resolution and Order issued on August 31, 2016 ("Confidential Treatment Resolution"). Pertaining to the October 31 Motion confidentiality request, the Energy Bureau **GRANTS** confidential treatment to the motion and attached documentation and **TAKES NOTICE** that SunStrong provided a redacted version of the motion and will submit a memorandum of law in support of such request. The Energy Bureau **GRANTS** SunStrong **ten (10) days** to provide the referenced memorandum of law.

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 certify that the majority of the members of the Puerto Rico Energy Bureau agreed on November 13, 2025. Also certify that on November 13, 2025, I have proceeded with the filing of this Resolution and was notified by email to: apc@mcvpr.com.

I sign this in San Juan, Puerto Rico, today, November 13, 2025.

Sonia Seda Gaztambide
Clerk

[16] As addressed in a Resolution and Order issued by the Energy Bureau on April 3, 2025, in Case No.: NEPR-MI-*2022-0001, In Re: Energy Efficiency and Demand Response Transition Period Plan,* to align Energy Efficiency ("EE") and Demand Response ("DR") programs on a common timeframe with the Customer Battery Energy Sharing ("CBES") program and to enable comprehensive review of the second Three-Year EE and DR Plan, the Energy Bureau determined that the first Three Year EE and DR Plan shall cover only two years: July 1, 2026through June 30, 2028 (2026-2028 EE and DR Plan). Additionally, the Energy Bureau extended the Transition Period Plan ("TPP") until June 30, 2026.