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December 8, 2014

Public Service Commission of Utah  
Heber M. Wells Building  
160 East 300 South  
Salt Lake City, Utah 84145

Re: Courtesy Notice of the Transfer of a Controlling Interest in First Wind Holdings, LLC,  
the Ultimate Parent Company of Milford Wind Corridor I, LLC

Dear Commissioners:

This letter is sent on behalf of First Wind Holdings, LLC, SunEdison, Inc., Milford Wind Corridor Phase I, LLC and Milford Wind Corridor Phase II, LLC (the “Notifying Parties”), to inform the Commission of a pending sale of all ownership interests in First Wind Holdings, LLC, the controlling and ultimate parent company of Milford Wind Corridor I, LLC and Milford Wind Corridor II, LLC, the entities that own and operate the Milford Wind Project in Central Utah (the “Milford Wind Project”). No Utah statutes, regulations or Commission Orders require Commission consent, approval, notice or reporting with respect to this sale, but the Notifying Parties nevertheless provide this notice as a courtesy to the Commission. No Commission action is required or requested as a result of this courtesy notice.

*Background*

Milford Wind Corridor Phase I, LLC (“Milford I”) and Milford Wind Corridor Phase II, LLC (“Milford II”) (collectively, the “Milford LLCs”) own approximately 306 MW capacity of wind turbines and associated assets in Beaver and Milford Counties, Utah (the “Generation Assets”). Milford I also owns approximately 90 miles of 345 kV generator lead (transmission) lines and associated assets (the “Transmission Assets”) that deliver the electrical output of the Generation Assets to a delivery point near the Intermountain Power Project for sale at wholesale to a California utility. The purchaser then transmits this power to Southern California for use by California consumers, using transmission assets and rights owned or controlled by the purchaser.

The ultimate parent company of the Milford LLCs is First Wind Holdings, LLC (“First Wind”), which owns a controlling interest (80%) in the Milford LLCs through ownership of several intermediate subsidiaries (the “Milford Affiliates”). MTW Resource, LP (“Minority

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Owner”) owns a 20% minority ownership interest in one of the Milford Affiliates, and ultimately in the Milford LLCs.

*Transaction*

The pending sales transaction (“Transaction”) includes the acquisition by SunEdison, Inc. of all of the ownership interest in First Wind. Enclosed are ownership charts showing the Milford LLCs and their upstream affiliates both before and after the closing of the Transaction.

For the Milford LLCs, the Transaction will involve the following primary components:

1) Internal reorganizations of certain Milford Affiliates will be completed to facilitate the closing. First Wind will continue to be an upstream owner of the Milford LLCs, but certain Milford Affiliates (such as development entities and intermediate holding companies) will be reorganized.

2) When the internal reorganizations are completed, SunEdison, Inc. will acquire 100% of the ownership interests of First Wind and will become the ultimate parent company of the Milford LLCs. The only thing that will change as a result of the Transaction with respect to the Milford Wind Project or the Milford LLCs is the ultimate upstream owner of First Wind. First Wind will become a wholly owned subsidiary of SunEdison, Inc., which will then indirectly own and control 80% of the voting securities of the Milford LLCs.

3) The 20% interest of the Minority Owner in one of the Milford Affiliates, and indirectly in the Milford LLCs, will not be impacted by the internal reorganization or the acquisition of First Wind by SunEdison, Inc.; nor will the 80% controlling ownership interest of First Wind in the Milford LLCs change. The ownership structure and operations of the Milford LLCs, including operating staff, operating procedures, the long-term wholesale sales contract, NERC registration, etc., will all remain the same.

*Prior Commission Proceedings*

When the Milford Wind Project was in development, the Milford LLCs sought clarification from the Commission that they were not subject to Commission regulation or required to obtain a certificate of public convenience and necessity (“CPCN”) in order to construct or operate the project. In an order dated May 15, 2008, the Commission initially held that CPCNs were not required. On rehearing, however, the Commission held that, while the Generation Assets were exempt from Commission jurisdiction, Milford I was required to obtain a CPCN to construct and operate the Transmission Assets. (Order on Petition for Rehearing, UPSC Docket 08-2490-01, July 2, 2008, at 2-4).

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The Commission later approved a stipulation to grant Milford I a CPCN to construct and operate the Transmission Assets (the “CPCN Stipulation”). The CPCN Stipulation, as approved by the Commission, also provided, among other things:

(6) To the extent required by Utah Code §§ 54-4-28,-29,-30, or under R746-401, if Milford I ever transfers all or a portion of the certificated facility to a third party that is not an affiliate of Milford I, then Milford I will seek the approval of the Commission for such transfer to a third party; ***provided, however, Milford I need not obtain Commission approval of transfers pursuant to sale-leaseback financing, or a transfer of all or a controlling interest in Milford I’s ultimate parent company.***

Report and Order, UPSC Docket 08-2490-01, October 8, 2008, at 4-5 & Exhibit A at 9-10 (emphasis added).

In April of 2009, the Commission reaffirmed that the Milford LLCs are exempt from Commission jurisdiction and regulation with respect to the Generation Assets, and granted an exemption to Milford I from securities approval under Utah Code § 54-4-31(1), subject to certain conditions not relevant here. (Report and Order, UPSC Docket 09-2490-01, April 8, 2009, at 6-7).

The Commission orders identified above confirm that the Generation Assets, as currently used and intended, are not subject to Commission jurisdiction, that the Transmission Assets are subject to Commission jurisdiction, but that no Commission approval is required for a transfer of a controlling interest in Milford I’s ultimate parent company as contemplated by the Transaction.

The Commission Order granting the CPCN for Transmission Assets and exempting Milford I from Commission approval of a sale of a controlling interest in its ultimate parent company rejected a paragraph of the CPCN Stipulation that sought to exempt Milford I from any and all other aspects of Commission jurisdiction with respect to the Transmission Assets. Based on a careful review of Utah utility statutes and regulations and Commission Orders, the Notifying Parties are confident that no other Commission approval, consent, notice or reporting requirement applies as a result of the Transaction.

The Transaction does not involve any activities that would trigger potentially applicable requirements of Utah utility statutes or regulations under Utah Code §§ 54-3-21-22 (Commission-ordered information filings); Utah Code § 54-4-25 (CPCN for new transmission construction or operation); Utah Code § 54-4-26 (reporting of certain contracts for the construction or purchase of new facilities or expenditures); Utah Code § 54-4-27 (dividend payments); Utah Code § 54-4-28 (combination, merger or consolidation with another public utility); Utah Code § 54-4-29 (purchase or acquisition of voting securities or secured obligations of another public utility); Utah Code § 54-4-30 (acquisition of plants, facilities, equipment or properties of another public utility); Utah Code § 54-4-31 (issuance of securities); or

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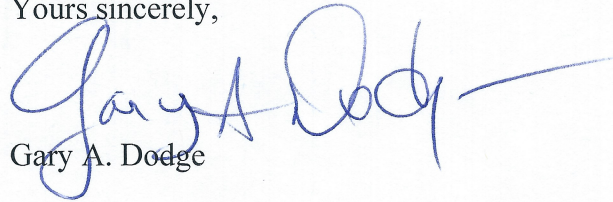
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Commission Rule R746-401 (reporting of the construction, acquisition, transfer or purchase of certain assets). The Transaction does not include any activities that fall under any of these utility approval, consent, notice or reporting requirements because the Transaction will not affect the Milford LLCs or their assets or operations in any manner. The only impact will be a change in ownership of the ultimate parent company, which, by virtue of prior Commission orders, expressly does not require Commission approval. The Notifying Parties are nevertheless providing this notice as a courtesy to the Commission and to the parties to the CPCN Stipulation.

If you have any questions, or if you would like any further information or explanations, please contact us at your earliest convenience.

Yours sincerely,

A handwritten signature in blue ink that reads "Gary A. Dodge". The signature is stylized and includes a long horizontal line extending to the right.

Gary A. Dodge

c: Utah Division of Public Utilities  
Utah Office of Consumer Services  
Utah Associated Municipal Power Systems  
Rocky Mountain Power

EXHIBIT C-3  
Pre-SunEdison Transaction Organization Chart

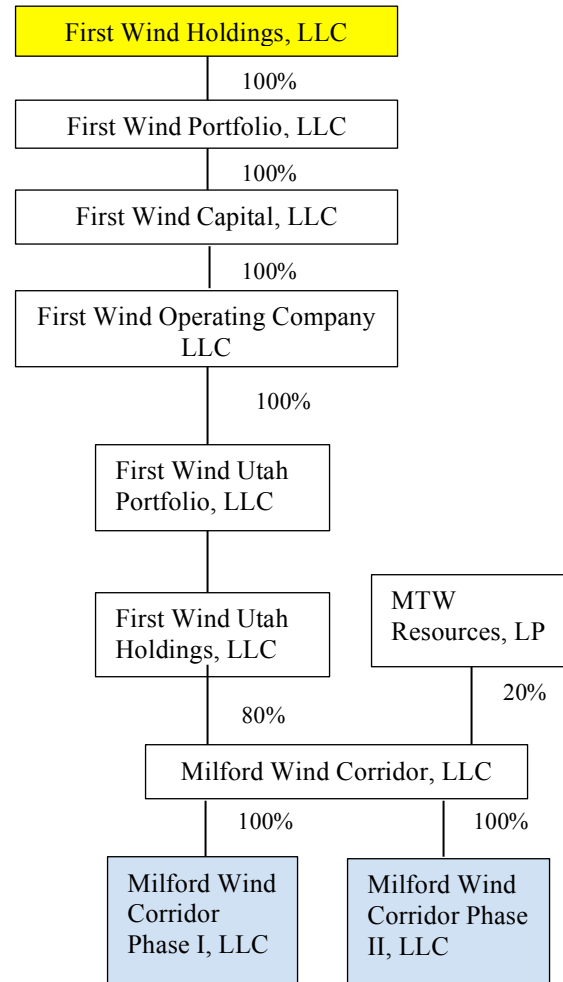


EXHIBIT C-4  
 Post-SunEdison Transaction Organization Chart

