UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2023

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number: 333-203369

Clearway Energy LLC

(Exact name of registrant as specified in its charter)

Delaware	**32-0407370**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

300 Carnegie Center, Suite 300	**Princeton**	**New Jersey**	**08540**
(Address of principal executive offices)			(Zip Code)

(609) 608-1525
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x **No** o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes x **No** o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ **No** x

As of July 31, 2023, there were 34,613,853 Class A units outstanding, 42,738,750 Class B units outstanding, 82,385,884 Class C units outstanding, and 42,336,750 Class D units outstanding. There is no public market for the registrant's outstanding units.

TABLE OF CONTENTS

Index

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q of Clearway Energy LLC, together with its consolidated subsidiaries, or the Company, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The words “believes,” “projects,” “anticipates,” “plans,” “expects,” “intends,” “estimates” and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors, risks and uncertainties include the factors described under Item 1A — *Risk Factors* in Part I of the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, as well as the following:

- The Company’s ability to maintain and grow its quarterly distributions;
- Potential risks related to the Company's relationships with GIP, TotalEnergies and CEG;
- The Company’s ability to successfully identify, evaluate and consummate acquisitions from, and dispositions to, third parties;
- The Company’s ability to acquire assets from CEG;
- The Company’s ability to borrow additional funds and access capital markets, as well as the Company’s substantial indebtedness and the possibility that the Company may incur additional indebtedness going forward;
- Changes in law, including judicial decisions;
- Hazards customary to the power production industry and power generation operations such as fuel and electricity price volatility, unusual weather conditions (including wind and solar conditions), catastrophic weather-related or other damage to facilities, unscheduled generation outages, maintenance or repairs, unanticipated changes to fuel supply costs or availability due to higher demand, shortages, transportation problems or other developments, environmental incidents, or electric transmission or gas pipeline system constraints and the possibility that the Company may not have adequate insurance to cover losses as a result of such hazards;
- The Company’s ability to operate its businesses efficiently, manage maintenance capital expenditures and costs effectively, and generate earnings and cash flows from its asset-based businesses in relation to its debt and other obligations;
- The willingness and ability of counterparties to the Company’s offtake agreements to fulfill their obligations under such agreements;
- The Company’s ability to enter into contracts to sell power and procure fuel on acceptable terms and prices as current offtake agreements expire;
- Government regulation, including compliance with regulatory requirements and changes in market rules, rates, tariffs and environmental laws;
- Operating and financial restrictions placed on the Company that are contained in the project-level debt facilities and other agreements of certain subsidiaries and project-level subsidiaries generally, in the Clearway Energy Operating LLC amended and restated revolving credit facility and in the indentures governing the Senior Notes; and
- Cyber terrorism and inadequate cybersecurity, or the occurrence of a catastrophic loss and the possibility that the Company may not have adequate insurance to cover losses resulting from such hazards or the inability of the Company’s insurers to provide coverage.

Forward-looking statements speak only as of the date they were made, and the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause the Company’s actual results to differ materially from those contemplated in any forward-looking statements included in this Quarterly Report on Form 10-Q should not be construed as exhaustive.

GLOSSARY OF TERMS

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below:

2028 Senior Notes	$850 million aggregate principal amount of 4.75% unsecured senior notes due 2028, issued by Clearway Energy Operating LLC
2031 Senior Notes	$925 million aggregate principal amount of 3.75% unsecured senior notes due 2031, issued by Clearway Energy Operating LLC
2032 Senior Notes	$350 million aggregate principal amount of 3.75% unsecured senior notes due 2032, issued by Clearway Energy Operating LLC
Adjusted EBITDA	A non-GAAP measure, represents earnings before interest (including loss on debt extinguishment), tax, depreciation and amortization adjusted for mark-to-market gains or losses, asset write offs and impairments; and factors which the Company does not consider indicative of future operating performance
ASC	The FASB Accounting Standards Codification, which the FASB established as the source of authoritative GAAP
ASU	Accounting Standards Updates - updates to the ASC
ATM Program	At-The-Market Equity Offering Program
Bridge Loan Agreement	Senior secured bridge credit agreement entered into by Clearway Energy Operating LLC that provided a term loan facility in an aggregate principal amount of $335 million that was repaid on May 3, 2022
BESS	Battery energy storage system
Black Start	The capability of a generating asset to restore the grid in the event of a blackout without relying on the external electric power transmission network
CAFD	A non-GAAP measure, Cash Available for Distribution is defined as of June 30, 2023 as Adjusted EBITDA plus cash distributions/return of investment from unconsolidated affiliates, cash receipts from notes receivable, cash distributions from noncontrolling interests, adjustments to reflect sales-type lease cash payments and payments for lease expenses, less cash distributions to noncontrolling interests, maintenance capital expenditures, pro-rata Adjusted EBITDA from unconsolidated affiliates, cash interest paid, income taxes paid, principal amortization of indebtedness, changes in prepaid and accrued capacity payments and adjusted for development expenses
Capistrano Wind Portfolio	Five wind projects representing 413 MW of capacity, which includes Broken Bow and Crofton Bluffs located in Nebraska, Cedro Hill located in Texas and Mountain Wind Power I and II located in Wyoming
CEG	Clearway Energy Group LLC (formerly Zephyr Renewables LLC)
CEG Master Services Agreements	Master Services Agreements entered into as of August 31, 2018 and amended on February 2, 2023 between the Company, Clearway, Inc., Clearway Energy Operating LLC and CEG
Clearway, Inc.	Clearway Energy, Inc., the holder of the Company's Class A and Class C units
Clearway Energy Group LLC	The holder of all of Clearway, Inc.'s Class B and Class D common stock, the Company's Class B and Class D units and, from time to time, possibly shares of Clearway, Inc.'s Class A and/or Class C common stock
Clearway Energy Operating LLC	The holder of the project assets that are owned by the Company
Clearway Renew	Clearway Renew LLC, a subsidiary of CEG
Company	Clearway Energy LLC, together with its consolidated subsidiaries
CVSR	California Valley Solar Ranch
CVSR Holdco	CVSR Holdco LLC, the indirect owner of CVSR
Distributed Solar	Solar power projects, typically less than 20 MW in size (on an alternating current, or AC, basis), that primarily sell power produced to customers for usage on site, or are interconnected to sell power into the local distribution grid
Drop Down Assets	Assets under common control acquired by the Company from CEG
Exchange Act	The Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
GAAP	Accounting principles generally accepted in the U.S.
GenConn	GenConn Energy LLC

GIP	Global Infrastructure Partners
HLBV	Hypothetical Liquidation at Book Value
KKR	KKR Thor Bidco, LLC, an affiliate of Kohlberg Kravis Roberts & Co. L.P.
LIBOR	London Inter-Bank Offered Rate
Mesquite Star	Mesquite Star Special LLC
Mt. Storm	NedPower Mount Storm LLC
MW	Megawatt
MWh	Saleable megawatt hours, net of internal/parasitic load megawatt-hours
MWt	Megawatts Thermal Equivalent
Net Exposure	Counterparty credit exposure to Clearway, Inc. net of collateral
NPNS	Normal Purchases and Normal Sales
OCI/OCL	Other comprehensive income/loss
O&M	Operations and Maintenance
PG&E	Pacific Gas and Electric Company
PPA	Power Purchase Agreement
RA	Resource adequacy
RENOM	Clearway Renewable Operation & Maintenance LLC
Rosie Central BESS	Rosie BESS Devco LLC
SCE	Southern California Edison
SEC	U.S. Securities and Exchange Commission
Senior Notes	Collectively, the 2028 Senior Notes, the 2031 Senior Notes and the 2032 Senior Notes
SOFR	Secured Overnight Financing Rate
SPP	Solar Power Partners
SREC	Solar Renewable Energy Credit
Thermal Business	The Company’s thermal business, which consists of thermal infrastructure assets that provide steam, hot water and/or chilled water, and in some instances electricity, to commercial businesses, universities, hospitals and governmental units
TotalEnergies	TotalEnergies SE
U.S.	United States of America
Utah Solar Portfolio	Seven utility-scale solar farms located in Utah, representing 530 MW of capacity
Utility Scale Solar	Solar power projects, typically 20 MW or greater in size (on an alternating current, or AC, basis), that are interconnected into the transmission or distribution grid to sell power at a wholesale level
VIE	Variable Interest Entity

PART I — FINANCIAL INFORMATION

ITEM 1 — FINANCIAL STATEMENTS

CLEARWAY ENERGY LLC

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
(In millions)	**2023**	**2022**	**2023**	**2022**
Operating Revenues				
Total operating revenues	$ 406	$ 368	$ 694	$ 582
Operating Costs and Expenses				
Cost of operations, exclusive of depreciation, amortization and accretion shown separately below	118	112	226	240
Depreciation, amortization and accretion	128	126	256	250
General and administrative	9	9	19	21
Transaction and integration costs	2	3	2	5
Development costs	—	1	—	2
Total operating costs and expenses	257	251	503	518
Gain on sale of business	—	1,291	—	1,291
Operating Income	149	1,408	191	1,355
Other Income (Expense)				
Equity in earnings of unconsolidated affiliates	3	10	—	14
Other income, net	9	5	17	5
Loss on debt extinguishment	—	—	—	(2)
Interest expense	(55)	(47)	(154)	(94)
Total other expense, net	(43)	(32)	(137)	(77)
Net Income	106	1,376	54	1,278
Less: Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	—	(6)	(30)	(46)
Net Income Attributable to Clearway Energy LLC	$ 106	$ 1,382	$ 84	$ 1,324

See accompanying notes to consolidated financial statements.

CLEARWAY ENERGY LLC

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(In millions)	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Net Income	$ 106	$ 1,376	$ 54	$ 1,278
Other Comprehensive Income				
Unrealized gain on derivatives and changes in accumulated OCI/OCL	4	7	—	23
Other comprehensive income	4	7	—	23
Comprehensive Income	110	1,383	54	1,301
Less: Comprehensive income (loss) attributable to noncontrolling interests and redeemable noncontrolling interests	1	(5)	(30)	(42)
Comprehensive Income Attributable to Clearway Energy LLC	$ 109	$ 1,388	$ 84	$ 1,343

See accompanying notes to consolidated financial statements.

CLEARWAY ENERGY LLC

CONSOLIDATED BALANCE SHEETS

(In millions)	June 30, 2023	December 31, 2022
ASSETS	(Unaudited)	
Current Assets		
Cash and cash equivalents	$ 547	$ 657
Restricted cash	371	339
Accounts receivable — trade	215	153
Accounts receivable — affiliates	1	—
Inventory	51	47
Derivative instruments	34	26
Prepayments and other current assets	64	54
Total current assets	1,283	1,276
Property, plant and equipment, net	7,748	7,421
Other Assets		
Equity investments in affiliates	352	364
Intangible assets for power purchase agreements, net	2,397	2,488
Other intangible assets, net	74	77
Derivative instruments	83	63
Right-of-use assets, net	550	527
Other non-current assets	131	96
Total other assets	3,587	3,615
Total Assets	$ 12,618	$ 12,312
LIABILITIES AND MEMBERS' EQUITY		
Current Liabilities		
Current portion of long-term debt — external	$ 330	$ 322
Current portion of long-term debt — affiliate	2	2
Accounts payable — trade	63	55
Accounts payable — affiliates	62	24
Derivative instruments	44	50
Accrued interest expense	54	54
Accrued expenses and other current liabilities	54	95
Total current liabilities	609	602
Other Liabilities		
Long-term debt — external	6,708	6,491
Deferred income taxes	4	4
Derivative instruments	259	303
Long-term lease liabilities	578	548
Other non-current liabilities	208	197
Total other liabilities	7,757	7,543
Total Liabilities	8,366	8,145
Redeemable noncontrolling interest in subsidiaries	15	7
Commitments and Contingencies		
Members' Equity		
Contributed capital	1,275	1,308
Retained earnings	1,126	1,240
Accumulated other comprehensive income	21	21
Noncontrolling interest	1,815	1,591
Total Members' Equity	4,237	4,160
Total Liabilities and Members' Equity	$ 12,618	$ 12,312

See accompanying notes to consolidated financial statements.

CLEARWAY ENERGY LLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six months ended June 30,	
(In millions)	**2023**	**2022**
Cash Flows from Operating Activities		
Net Income	$ 54	$ 1,278
Adjustments to reconcile net income to net cash provided by operating activities:		
Equity in earnings of unconsolidated affiliates	—	(14)
Distributions from unconsolidated affiliates	11	17
Depreciation, amortization and accretion	256	250
Amortization of financing costs and debt discounts	6	7
Amortization of intangibles	94	82
Loss on debt extinguishment	—	2
Gain on sale of business	—	(1,291)
Reduction in carrying amount of right-of-use assets	8	7
Changes in derivative instruments and amortization of accumulated OCI/OCL	(51)	92
Cash used in changes in other working capital:		
Changes in prepaid and accrued liabilities for tolling agreements	(56)	(74)
Changes in other working capital	(87)	(76)
Net Cash Provided by Operating Activities	235	280
Cash Flows from Investing Activities		
Acquisition of Drop Down Assets, net of cash acquired	(7)	(51)
Capital expenditures	(109)	(81)
Return of investment from unconsolidated affiliates	10	6
Investments in unconsolidated affiliates	(10)	—
Proceeds from sale of business	—	1,457
Net Cash (Used in) Provided by Investing Activities	(116)	1,331
Cash Flows from Financing Activities		
Contributions from noncontrolling interests, net of distributions	209	16
Contributions from (distributions to) CEG, net	66	(23)
Payments of distributions	(153)	(141)
Tax-related distributions	(45)	—
Distributions to CEG of escrowed amounts	—	(64)
Proceeds from the revolving credit facility	—	80
Payments for the revolving credit facility	—	(325)
Proceeds from the issuance of long-term debt — external	42	214
Payments of debt issuance costs	(8)	(4)
Payments for long-term debt — external	(306)	(722)
Payments for long-term debt — affiliate	—	(1)
Other	(2)	(7)
Net Cash Used in Financing Activities	(197)	(977)
Net (Decrease) Increase in Cash, Cash Equivalents and Restricted Cash	(78)	634
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	996	654
Cash, Cash Equivalents and Restricted Cash at End of Period	$ 918	$ 1,288

See accompanying notes to consolidated financial statements.

CLEARWAY ENERGY LLC

CONSOLIDATED STATEMENTS OF MEMBERS' EQUITY

For the Six Months Ended June 30, 2023

(Unaudited)

(In millions)	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Income	Noncontrolling Interest	Total Members' Equity
Balances at December 31, 2022	$ 1,308	$ 1,240	$ 21	$ 1,591	$ 4,160
Net loss	—	(22)	—	(33)	(55)
Unrealized loss on derivatives and changes in accumulated OCI	—	—	(3)	(1)	(4)
Contributions from CEG, net of distributions, cash	30	—	—		30
Contributions from noncontrolling interests, net of distributions, cash	—	—	—	215	215
Transfers of assets under common control	(59)	—	—	53	(6)
Distributions paid to Clearway, Inc.	—	(44)	—	—	(44)
Distributions paid to CEG Class B and Class D unit holders	—	(32)	—	—	(32)
Balances at March 31, 2023	1,279	1,142	18	1,825	4,264
Net income (loss)	—	106	—	(6)	100
Unrealized gain on derivatives	—	—	3	1	4
Distributions to CEG, cash	(4)	—	—	—	(4)
Distributions to noncontrolling interests, net of contributions, cash	—	—	—	(5)	(5)
Tax-related distributions	—	(45)	—	—	(45)
Distributions paid to Clearway, Inc.	—	(45)	—	—	(45)
Distributions paid to CEG Class B and Class D unit holders	—	(32)	—	—	(32)
Balances at June 30, 2023	$ 1,275	$ 1,126	$ 21	$ 1,815	$ 4,237

See accompanying notes to consolidated financial statements.

CLEARWAY ENERGY LLC

CONSOLIDATED STATEMENTS OF MEMBERS' EQUITY

For the Six Months Ended June 30, 2022

(Unaudited)

(In millions)	Contributed Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive(Loss) Income	Noncontrolling Interest	Total Members' Equity
Balances at December 31, 2021	$ 1,495	$ 43	$ (13)	$ 1,692	$ 3,217
Net loss	—	(58)	—	(42)	(100)
Unrealized gain on derivatives	—	—	13	3	16
Distributions to CEG, net of contributions, cash	(3)	—	—	—	(3)
Contributions from noncontrolling interests, net of distributions, cash	—	—	—	28	28
Transfers of assets under common control	(46)	—	—	9	(37)
Distributions paid to Clearway, Inc.	(40)	—	—	—	(40)
Distributions paid to CEG Class B and Class D unit holders	(5)	(25)	—	—	(30)
Balances at March 31, 2022	1,401	(40)	—	1,690	3,051
Net income (loss)	—	1,382	—	(10)	1,372
Unrealized gain on derivatives	—	—	6	1	7
Contributions from (distributions to) CEG, cash	11	—	—	(31)	(20)
Distributions to noncontrolling interests, net of contributions, cash	—	—	—	(10)	(10)
Distributions paid to Clearway, Inc.	(41)	—	—	—	(41)
Distributions paid to CEG Class B and Class D unit holders	(30)	—	—	—	(30)
Balances at June 30, 2022	$ 1,341	$ 1,342	$ 6	$ 1,640	$ 4,329

See accompanying notes to consolidated financial statements.

Note 1 — *Nature of Business*

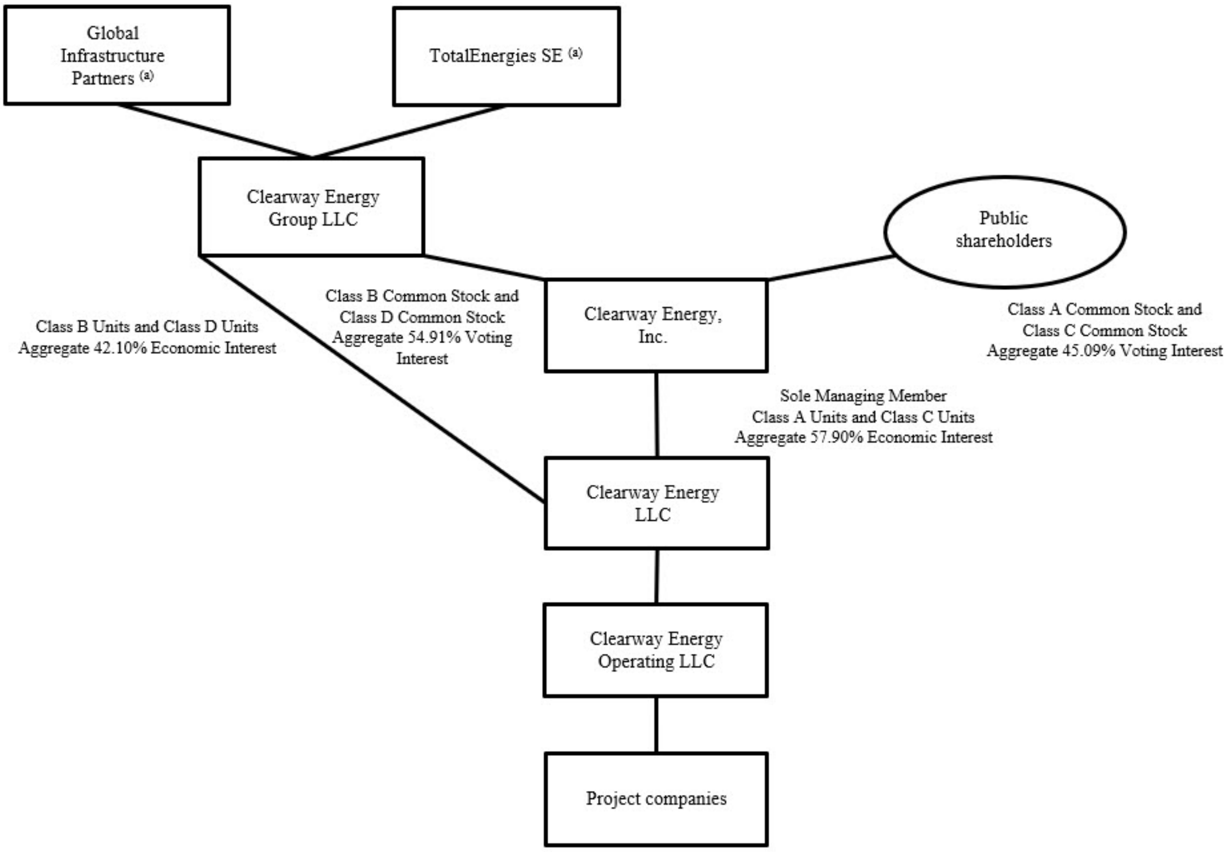
Clearway Energy LLC, together with its consolidated subsidiaries, or the Company, is an energy infrastructure investor with a focus on investments in clean energy and owner of modern, sustainable and long-term contracted assets across North America. The Company is sponsored by GIP and TotalEnergies through the portfolio company, Clearway Energy Group LLC, or CEG, which is equally owned by GIP and TotalEnergies. GIP is an independent infrastructure fund manager that makes equity and debt investments in infrastructure assets and businesses. TotalEnergies is a global multi-energy company.

The Company is one of the largest renewable energy owners in the U.S. with over 5,500 net MW of installed wind and solar generation projects. The Company's over 8,000 net MW of assets also includes approximately 2,500 net MW of environmentally-sound, highly efficient natural gas-fired generation facilities. Through this environmentally-sound, diversified and primarily contracted portfolio, the Company endeavors to increase distributions to its unit holders. The majority of the Company's revenues are derived from long-term contractual arrangements for the output or capacity from these assets.

Clearway Energy, Inc., or Clearway, Inc., consolidates the results of the Company through its controlling interest, with CEG's interest shown as contributed capital in the Company's consolidated financial statements. The holders of Clearway, Inc.'s outstanding shares of Class A and Class C common stock are entitled to dividends as declared. CEG receives its distributions from the Company through its ownership of the Company's Class B and Class D units.

As of June 30, 2023, Clearway, Inc. owned 57.90% of the economic interests of the Company, with CEG owning 42.10% of the economic interests of the Company.

The following table represents a summarized structure of the Company as of June 30, 2023:



(a) GIP and TotalEnergies each own 50% of CEG through intermediate holding companies.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the SEC's regulations for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. The following notes should be read in conjunction with the accounting policies and other disclosures as set forth in the notes to the consolidated financial statements included in the Company's 2022 Form 10-K. Interim results are not necessarily indicative of results for a full year.

In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all material adjustments consisting of normal and recurring accruals necessary to present fairly the Company's consolidated financial position as of June 30, 2023, and results of operations, comprehensive income and cash flows for the three and six months ended June 30, 2023 and 2022.

Note 2 — Summary of Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions. These estimates and assumptions impact the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements. They also impact the reported amounts of net earnings during the reporting periods. Actual results could be different from these estimates.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents include highly liquid investments with an original maturity of three months or less at the time of purchase. Cash and cash equivalents held at project subsidiaries was $134 million and $121 million as of June 30, 2023 and December 31, 2022, respectively.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows:

	June 30, 2023	December 31, 2022
	(In millions)	
Cash and cash equivalents	$ 547	$ 657
Restricted cash	371	339
Cash, cash equivalents and restricted cash shown in the consolidated statements of cash flows	$ 918	$ 996

Restricted cash consists primarily of funds held to satisfy the requirements of certain debt agreements and funds held within the Company’s projects that are restricted in their use. As of June 30, 2023, these restricted funds were comprised of $104 million designated to fund operating expenses, $168 million designated for current debt service payments and $85 million restricted for reserves including debt service, performance obligations and other reserves as well as capital expenditures. The remaining $14 million is held in distributions reserve accounts.

Accumulated Depreciation and Accumulated Amortization

The following table presents the accumulated depreciation included in property, plant and equipment, net, and accumulated amortization included in intangible assets, net:

	June 30, 2023	December 31, 2022
	(In millions)	
Property, Plant and Equipment Accumulated Depreciation	$ 3,232	$ 3,024
Intangible Assets Accumulated Amortization	972	877

Distributions

The following table lists distributions paid on the Company's Class A, B, C and D units during the six months ended June 30, 2023:

	Second Quarter 2023	First Quarter 2023
Distributions per Class A, B, C and D unit	$ 0.3818	$ 0.3745

On August 7, 2023, the Company declared a distribution on its Class A, Class B, Class C and Class D units of $0.3891 per unit payable on September 15, 2023 to unit holders of record as of September 1, 2023.

In addition to the quarterly distributions, the Company paid $45 million in additional distributions, $26 million of which was distributed to Clearway, Inc. and $19 million of which was distributed to CEG, during the second quarter of 2023 in order for Clearway, Inc. to make certain additional tax payments primarily associated with the sale of the Thermal Business.

Redeemable Noncontrolling Interests

To the extent that a third party has the right to redeem their interests for cash or other assets, the Company has included the noncontrolling interest attributable to the third party as a component of temporary equity in the mezzanine section of the consolidated balance sheet. The following table reflects the changes in the Company’s redeemable noncontrolling interest balance:

	(In millions)
Balance at December 31, 2022	$ 7
Cash distributions to redeemable noncontrolling interests	(1)
Comprehensive income attributable to redeemable noncontrolling interests	9
Balance at June 30, 2023	$ 15

Revenue Recognition

Disaggregated Revenues

The following tables represent the Company's disaggregation of revenue from contracts with customers along with the reportable segment for each category:

	Three months ended June 30, 2023		
(In millions)	**Conventional Generation**	**Renewables**	**Total**
Energy revenue [(a)]	$ 3	$ 275	$ 278
Capacity revenue [(a)]	96	5	101
Other revenue [(a)]	21	27	48
Contract amortization	(5)	(42)	(47)
Mark-to-market for economic hedges	—	26	26
Total operating revenues	115	291	406
Less: Mark-to-market for economic hedges	—	(26)	(26)
Less: Lease revenue	(104)	(237)	(341)
Less: Contract amortization	5	42	47
Total revenue from contracts with customers	$ 16	$ 70	$ 86

[(a)] The following amounts of energy, capacity and other revenue relate to leases and are accounted for under ASC 842:

(In millions)	**Conventional Generation**	**Renewables**	**Total**
Energy revenue	$ 1	$ 233	$ 234
Capacity revenue	82	4	86
Other revenue [(b)]	21	—	21
Total	$ 104	$ 237	$ 341

[(b)] On May 31, 2023, the Marsh Landing Black Start addition reached commercial operations and the Company will receive an annual fixed fee over a five-year term under the related agreement. The agreement was determined to be a sales-type lease resulting in the Company recording a lease receivable of $21 million included in total operating revenues, offset by net investment costs of $13 million included in cost of operations, resulting in a net pre-tax profit of $8 million.

(In millions)	Three months ended June 30, 2022 Conventional Generation	Renewables	Thermal	Total
Energy revenue [a]	$ 3	$ 306	$ 11	$ 320
Capacity revenue [a]	106	1	4	111
Other revenue	—	27	3	30
Contract amortization	(6)	(35)	—	(41)
Mark-to-market for economic hedges	—	(52)	—	(52)
Total operating revenues	103	247	18	368
Less: Mark-to-market for economic hedges	—	52	—	52
Less: Lease revenue	(109)	(268)	—	(377)
Less: Contract amortization	6	35	—	41
Total revenue from contracts with customers	$ —	$ 66	$ 18	$ 84

[a] The following amounts of energy and capacity revenue relate to leases and are accounted for under ASC 842:

(In millions)	Conventional Generation	Renewables	Total
Energy revenue	$ 3	$ 268	$ 271
Capacity revenue	106	—	106
Total	$ 109	$ 268	$ 377

(In millions)	Six months ended June 30, 2023 Conventional Generation	Renewables	Total
Energy revenue [a]	$ 4	$ 473	$ 477
Capacity revenue [a]	196	10	206
Other revenue [a]	21	39	60
Contract amortization	(11)	(83)	(94)
Mark-to-market for economic hedges	—	45	45
Total operating revenues	210	484	694
Less: Mark-to-market for economic hedges	—	(45)	(45)
Less: Lease revenue	(205)	(393)	(598)
Less: Contract amortization	11	83	94
Total revenue from contracts with customers	$ 16	$ 129	$ 145

[a] The following amounts of energy, capacity and other revenue relate to leases and are accounted for under ASC 842:

(In millions)	Conventional Generation	Renewables	Total
Energy revenue	$ 2	$ 385	$ 387
Capacity revenue	182	8	190
Other revenue [b]	21	$ —	21
Total	$ 205	$ 393	$ 598

[b] Includes revenue recognized for the Marsh Landing Black Start addition that reached commercial operations on May 31, 2023, as described above.

(In millions)	Six months ended June 30, 2022 Conventional Generation	Renewables	Thermal	Total
Energy revenue [a]	$ 3	$ 501	$ 48	$ 552
Capacity revenue [a]	220	1	18	239
Other revenue	—	41	11	52
Contract amortization	(12)	(71)	—	(83)
Mark-to-market for economic hedges	—	(178)	—	(178)
Total operating revenues	211	294	77	582
Less: Mark-to-market for economic hedges	—	178	—	178
Less: Lease revenue	(223)	(430)	(1)	(654)
Less: Contract amortization	12	71	—	83
Total revenue from contracts with customers	$ —	$ 113	$ 76	$ 189

[a] The following amounts of energy and capacity revenue relate to leases and are accounted for under ASC 842:

(In millions)	Conventional Generation	Renewables	Thermal	Total
Energy revenue	$ 3	$ 430	$ 1	$ 434
Capacity revenue	220	—	—	220
Total	$ 223	$ 430	$ 1	$ 654

Contract Balances

The following table reflects the contract assets and liabilities included on the Company's consolidated balance sheets:

	June 30, 2023	December 31, 2022
	(In millions)	
Accounts receivable, net - Contracts with customers	$ 62	$ 37
Accounts receivable, net - Leases	153	116
Total accounts receivable, net	$ 215	$ 153

Recently Adopted Accounting Standards

In March 2020, the FASB issued ASU No. 2020-4, *Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The amendments provide for optional expedients and exceptions for applying GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. These amendments apply only to contracts that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform, which affects certain of the Company's debt and interest rate swap agreements. The guidance is effective for all entities as of March 20, 2020 through December 31, 2022. In December 2022, the FASB issued ASU No. 2022-6, *Deferral of the Sunset Date of Reference Rate Reform*, to extend the end of the transition period to December 31, 2024. As of July 14, 2023, the Company has amended all of the applicable contracts that previously used LIBOR as a reference rate and elected to apply the practical expedient to certain modified cash flow interest rate swap and debt agreements. The adoption did not have a material impact on the Company's financial statements.

Note 3 — *Acquisitions and Dispositions*

Acquisitions

Daggett 3 Drop Down — On February 17, 2023, the Company, through its indirect subsidiary, Daggett Solar Investment LLC, acquired the Class A membership interests in Daggett TargetCo LLC, the indirect owner of the Daggett 3 solar project, a 300 MW solar project with matching storage capacity that is currently under construction, located in San Bernardino, California, from Clearway Renew, a subsidiary of CEG, for cash consideration of $21 million. Simultaneously, a cash equity investor acquired the Class B membership interests in Daggett TargetCo LLC from Clearway Renew for cash consideration of $129 million. The Company and the cash equity investor then contributed their Class A and B membership interests, respectively, into Daggett Renewable Holdco LLC, a partnership between the Company and the cash equity investor, which consolidates Daggett TargetCo LLC. Daggett TargetCo LLC consolidates, as the indirect owner of the primary beneficiary, a tax equity fund, Daggett TE Holdco LLC, which owns the Daggett 3 solar project, as further described in Note 4, *Investments Accounted for by the Equity Method and Variable Interest Entities.* Daggett 3 has PPAs with investment-grade counterparties that have a 15-year weighted average contract duration that commence when the underlying operating assets reach commercial operations, which is expected to occur in the second half of 2023. The Daggett 3 operations are reflected in the Company's Renewables segment and the acquisition was funded with existing sources of liquidity. The acquisition was determined to be an asset acquisition and the Company consolidates Daggett 3 on a prospective basis in its financial statements. The assets and liabilities transferred to the Company relate to interests under common control and were recorded at historical cost in accordance with ASC 805-50, *Business Combinations - Related Issues*. The difference between the cash paid of $21 million and the historical cost of the Company's net assets acquired of $15 million was recorded as an adjustment to CEG's contributed capital balance. In addition, the Company reflected $21 million of the Company's purchase price, which was contributed back to the Company by CEG to pay down the acquired long-term debt, in the line item contributions from CEG, net of distributions in the consolidated statements of members' equity.

The following is a summary of assets and liabilities transferred in connection with the acquisition as of February 17, 2023:

(In millions)	Daggett 3
Restricted cash	$ 14
Property, plant and equipment	534
Right-of-use-assets, net	31
Derivative assets	27
Total assets acquired	606
Long-term debt [a]	480
Long-term lease liabilities	33
Other current and non-current liabilities [b]	78
Total liabilities assumed	591
Net assets acquired	$ 15

[a] Includes a $181 million construction loan, $75 million sponsor equity bridge loan and $229 million tax equity bridge loan, offset by $5 million in unamortized debt issuance costs. See Note 7, *Long-term Debt*, for further discussion of the long-term debt assumed in the acquisition.

[b] Includes $32 million of project costs that were subsequently funded by CEG. Subsequent to the acquisition date, CEG funded an additional $11 million in project costs. The combined $43 million funded by CEG will be repaid with the proceeds received when the project reaches substantial completion, which is expected to occur in the second half of 2023.

Note 4 — *Investments Accounted for by the Equity Method and Variable Interest Entities*

Entities that are not Consolidated

The Company has an interest in an entity that is considered a VIE under ASC 810, but for which it is not considered the primary beneficiary. The Company accounts for its interest in this entity and entities in which it has a significant investment under the equity method of accounting, as further described under Item 15 — Note 5, *Investments Accounted for by the Equity Method and Variable Interest Entities,* to the consolidated financial statements included in the Company's 2022 Form 10-K.

Rosie Central BESS — On June 30, 2023, the Company, through its indirect subsidiary, Rosie Class B LLC, the indirect owner of the Rosamond Central solar project, became the owner of the Class B membership interests of Rosie BESS Devco LLC, or Rosie Central BESS, in order to facilitate and fund the construction of a 147 MW battery energy storage system, or BESS, that will be co-located at the Rosamond Central solar facility. Clearway Renew indirectly owns the Class A membership interests. The Company accounts for its investment in Rosie Central BESS as an equity method investment. The Company's investment consists of $10 million contributed into Rosie Central BESS, funded through contributions from the Company and its cash equity investor in Rosie TargetCo LLC, which consolidates Rosie Class B LLC. On July 3, 2023, Rosie Class B LLC contributed an additional $20 million into Rosie Central BESS, as further described in Note 7, *Long-term Debt*.

Additionally, on June 30, 2023, Rosamond Central entered into an asset purchase agreement with Clearway Renew to acquire the BESS project assets at mechanical completion for a purchase price of $360 million, of which $72 million is payable at mechanical completion with the remaining $288 million payable at substantial completion. The Company will fund $17 million of the purchase price at mechanical completion and $67 million of the purchase price at substantial completion with the remaining purchase price funded through contributions from the cash equity investor in Rosie TargetCo LLC and the tax equity investor in Rosie TE Holdco LLC. The BESS project is anticipated to reach mechanical completion in the second half of 2023 and to reach substantial completion in the first half of 2024.

The Company's maximum exposure to loss as of June 30, 2023 is limited to its equity investment in the unconsolidated entities, as further summarized in the table below:

Name	**Economic Interest**	**Investment Balance**
		(In millions)
Avenal	50%	$ 5
Desert Sunlight	25%	227
Elkhorn Ridge	67%	18
GenConn [(a)]	50%	80
Rosie Central BESS	50%	10
San Juan Mesa	75%	12
		$ 352

[(a)] GenConn is a variable interest entity.

Entities that are Consolidated

As further described under Item 15 — Note 5, *Investments Accounted for by the Equity Method and Variable Interest Entities*, to the consolidated financial statements included in the Company's 2022 Form 10-K, the Company has a controlling financial interest in certain entities which have been identified as VIEs under ASC 810, *Consolidations*, or ASC 810. These arrangements are primarily related to tax equity arrangements entered into with third parties in order to monetize certain tax credits associated with wind and solar facilities. The Company also has a controlling financial interest in certain partnership arrangements with third-party investors, which have also been identified as VIEs. Under the Company's arrangements that have been identified as VIEs, the third-party investors are allocated earnings, tax attributes and distributable cash in accordance with the respective limited liability agreements. Many of these arrangements also provide a mechanism to facilitate achievement of the investor's specified return by providing incremental cash distributions to the investor at a specified date if the specified return has not yet been achieved.

The discussion below describes material changes to VIEs during the six months ended June 30, 2023.

Daggett Renewable Holdco LLC — As described in Note 3, *Acquisitions and Dispositions*, on February 17, 2023, Daggett Solar Investment LLC, an indirect subsidiary of the Company, acquired the Class A membership interests in Daggett TargetCo LLC while a cash equity investor acquired the Class B membership interests. The Company and the cash equity investor then contributed their Class A and B membership interests, respectively, into Daggett Renewable Holdco LLC, a partnership between the Company and the cash equity investor, and concurrently, Daggett TargetCo LLC became a wholly-owned subsidiary of Daggett Renewable Holdco LLC. The Company consolidates Daggett Renewable Holdco LLC as a VIE as the Company is the primary beneficiary, through its role as managing member. The Company recorded the noncontrolling interest of the cash equity investor in Daggett Renewable Holdco LLC at historical carrying amount, with the offset to contributed capital. Daggett TargetCo LLC consolidates, as the indirect owner of the primary beneficiary, a tax equity fund, Daggett TE Holdco LLC, which owns the Daggett 3 solar project. The tax equity investor's interest is shown as noncontrolling interest and the HLBV method is utilized to allocate the income or losses of Daggett TE Holdco LLC.

Summarized financial information for the Company's consolidated VIEs consisted of the following as of June 30, 2023:

(In millions)	Alta TE Holdco LLC	Buckthorn Holdings, LLC	DGPV Funds [(a)]	Daggett Renewable Holdco LLC [(b)]	Langford TE Partnership LLC	Lighthouse Renewable Holdco LLC [(c)]
Other current and non-current assets	$ 59	$ 6	$ 88	$ 142	$ 12	$ 123
Property, plant and equipment	290	189	510	570	119	819
Intangible assets	193	—	13	—	2	—
Total assets	542	195	611	712	133	942
Current and non-current liabilities	37	11	66	492	53	299
Total liabilities	37	11	66	492	53	299
Noncontrolling interest	39	22	27	234	62	511
Net assets less noncontrolling interest	$ 466	$ 162	$ 518	$ (14)	$ 18	$ 132

(a) DGPV Funds is comprised of Clearway & EFS Distributed Solar LLC, DGPV Fund 4 LLC, Golden Puma Fund LLC, Renew Solar CS4 Fund LLC and Chestnut Fund LLC, which are all tax equity funds.

(b) Daggett Renewable Holdco LLC consolidates Daggett TE Holdco LLC, which is a consolidated VIE.

(c) Lighthouse Renewable Holdco LLC consolidates Mesquite Star Tax Equity Holdco LLC, Black Rock TE Holdco LLC, Mililani TE Holdco LLC and Waiawa TE Holdco LLC, which are consolidated VIEs.

(In millions)	Lighthouse Renewable Holdco 2 LLC[(a)]	Oahu Solar LLC	Pinnacle Repowering TE Holdco LLC	Rattlesnake TE Holdco LLC	Rosie TargetCo LLC	Wildorado TE Holdco LLC	Other [(b)]
Other current and non-current assets	$ 42	$ 39	$ 6	$ 14	$ 45	$ 20	$ 14
Property, plant and equipment	353	160	100	180	234	202	148
Intangible assets	—	—	15	—	—	—	1
Total assets	395	199	121	194	279	222	163
Current and non-current liabilities	130	22	5	17	97	19	71
Total liabilities	130	22	5	17	97	19	71
Noncontrolling interest	232	24	42	83	128	105	67
Net assets less noncontrolling interest	$ 33	$ 153	$ 74	$ 94	$ 54	$ 98	$ 25

(a) Lighthouse Renewable Holdco 2 LLC consolidates Mesquite Sky TE Holdco LLC, which is a consolidated VIE.

(b) Other is comprised of Elbow Creek TE Holdco LLC and Spring Canyon TE Holdco LLC.

Note 5 — *Fair Value of Financial Instruments*

Fair Value Accounting under ASC 820

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

- Level 1—quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date.
- Level 2—inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data.
- Level 3—unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date.

In accordance with ASC 820, the Company determines the level in the fair value hierarchy within which each fair value measurement in its entirety falls, based on the lowest level input that is significant to the fair value measurement.

For cash and cash equivalents, restricted cash, accounts receivable — trade, accounts receivable — affiliates, accounts payable — trade, accounts payable — affiliates and accrued expenses and other current liabilities, the carrying amounts approximate fair value because of the short-term maturity of those instruments and are classified as Level 1 within the fair value hierarchy.

The carrying amounts and estimated fair values of the Company's recorded financial instruments not carried at fair market value or that do not approximate fair value are as follows:

	As of June 30, 2023		As of December 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In millions)			
Long-term debt, including current portion — affiliate	$ 2	$ 2	$ 2	$ 2
Long-term debt, including current portion — external [a]	7,097	6,516	6,874	6,288

[a] Excludes net debt issuance costs, which are recorded as a reduction to long-term debt on the Company's consolidated balance sheets.

The fair value of the Company's publicly-traded long-term debt is based on quoted market prices and is classified as Level 2 within the fair value hierarchy. The fair value of debt securities, non-publicly traded long-term debt and certain notes receivable of the Company are based on expected future cash flows discounted at market interest rates, or current interest rates for similar instruments with equivalent credit quality and are classified as Level 3 within the fair value hierarchy. The following table presents the level within the fair value hierarchy for long-term debt, including current portion:

	As of June 30, 2023		As of December 31, 2022	
	Level 2	Level 3	Level 2	Level 3
	(In millions)			
Long-term debt, including current portion	$ 1,841	$ 4,677	$ 1,836	$ 4,454

Recurring Fair Value Measurements

The Company records its derivative assets and liabilities at fair market value on its consolidated balance sheet. The following table presents assets and liabilities measured and recorded at fair value on the Company's consolidated balance sheets on a recurring basis and their level within the fair value hierarchy:

	As of June 30, 2023		As of December 31, 2022	
	Fair Value [a]		Fair Value [a]	
(In millions)	Level 2	Level 3	Level 2	Level 3
Derivative assets:				
Interest rate contracts	$ 117	$ —	$ 89	$ —
Other financial instruments [b]	—	12	—	17
Total assets	$ 117	$ 12	$ 89	$ 17
Derivative liabilities:				
Commodity contracts	$ —	$ 303	$ —	$ 353
Total liabilities	$ —	$ 303	$ —	$ 353

[a] There were no derivative assets classified as Level 1 or Level 3 and no liabilities classified as Level 1 as of June 30, 2023 and December 31, 2022.

[b] Includes SREC contract.

The following table reconciles the beginning and ending balances for instruments that are recognized at fair value in the consolidated financial statements using significant unobservable inputs:

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
(In millions)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)		Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	
Beginning balance	$ (316)	$ (280)	$ (336)	$ (154)
Settlements	5	22	9	28
Additions due to loss of NPNS exception	—	—	—	(22)
Total gains (losses) for the period included in earnings	20	(74)	36	(184)
Ending balance	$ (291)	$ (332)	$ (291)	$ (332)
Change in unrealized gains included in earnings for derivatives and other financial instruments held as of June 30, 2023	$ 20		$ 36	

Derivative and Financial Instruments Fair Value Measurements

The Company's contracts are non-exchange-traded and valued using prices provided by external sources. The Company uses quoted observable forward prices to value its commodity contracts. To the extent that observable forward prices are not available, the quoted prices reflect the average of the forward prices from the prior year, adjusted for inflation. As of June 30, 2023, contracts valued with prices provided by models and other valuation techniques make up 100% of derivative liabilities and other financial instruments.

The Company's significant positions classified as Level 3 include physical commodity contracts executed in illiquid markets. The significant unobservable inputs used in developing fair value include illiquid power tenors and location pricing, which is derived by extrapolating pricing as a basis to liquid locations. The tenor pricing and basis spread are based on observable market data when available or derived from historic prices and forward market prices from similar observable markets when not available.

The following table quantifies the significant unobservable inputs used in developing the fair value of the Company's Level 3 positions:

	June 30, 2023						
	Fair Value				Input/Range		
	Assets	Liabilities	Valuation Technique	Significant Unobservable Input	Low	High	Weighted Average
	(In millions)						
Commodity Contracts	$ —	$ (303)	Discounted Cash Flow	Forward Market Price (per MWh)	$ 21.02	$ 71.74	$ 38.17
Other Financial Instruments	12	—	Discounted Cash Flow	Forecast annual generation levels of certain DG solar facilities	60,801 MWh	121,602 MWh	115,622 MWh

The following table provides the impact on the fair value measurements to increases/(decreases) in significant unobservable inputs as of June 30, 2023:

Significant Unobservable Input	Position	Change In Input	Impact on Fair Value Measurement
Forward Market Price Power	Sell	Increase/(Decrease)	Lower/(Higher)
Forecast Generation Levels	Sell	Increase/(Decrease)	Higher/(Lower)

The fair value of each contract is discounted using a risk-free interest rate. In addition, a credit reserve is applied to reflect credit risk, which is, for interest rate swaps, calculated based on credit default swaps using the bilateral method. For commodities, to the extent that the Net Exposure under a specific master agreement is an asset, the Company uses the counterparty's default swap rate. If the Net Exposure under a specific master agreement is a liability, the Company uses a proxy of its own default swap rate. For interest rate swaps and commodities, the credit reserve is added to the discounted fair value to reflect the exit price that a market participant would be willing to receive to assume the liabilities or that a market participant would be willing to pay for the assets. As of June 30, 2023, the non-performance reserve was a $26 million gain recorded primarily to total operating revenues in the consolidated statements of income. It is possible that future market prices could vary from those used in recording assets and liabilities and such variations could be material.

Concentration of Credit Risk

In addition to the credit risk discussion as disclosed under Item 15 — Note 2, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in the Company's 2022 Form 10-K, the following item is a discussion of the concentration of credit risk for the Company's financial instruments. Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. The Company monitors and manages credit risk through credit policies that include: (i) an established credit approval process; (ii) monitoring of counterparties' credit limits on an as needed basis; (iii) as applicable, the use of credit mitigation measures such as margin, collateral, prepayment arrangements, or volumetric limits; (iv) the use of payment netting agreements; and (v) the use of master netting agreements that allow for the netting of positive and negative exposures of various contracts associated with a single counterparty. Risks surrounding counterparty performance and credit could ultimately impact the amount and timing of expected cash flows. The Company seeks to mitigate counterparty risk by having a diversified portfolio of counterparties.

Counterparty credit exposure includes credit risk exposure under certain long-term agreements, including solar and other PPAs. As external sources or observable market quotes are not available to estimate such exposure, the Company estimates the exposure related to these contracts based on various techniques including, but not limited to, internal models based on a fundamental analysis of the market and extrapolation of observable market data with similar characteristics. A significant portion of these commodity contracts are with utilities with strong credit quality and public utility commission or other regulatory support. However, such regulated utility counterparties can be impacted by changes in government regulations or adverse financial conditions, which the Company is unable to predict. Certain subsidiaries of the Company sell the output of their facilities to PG&E, a significant counterparty of the Company, under long-term PPAs, and PG&E's credit rating is below investment-grade.

Note 6 — *Derivative Instruments and Hedging Activities*

This footnote should be read in conjunction with the complete description under Item 15 — Note 7, *Accounting for Derivative Instruments and Hedging Activities*, to the consolidated financial statements included in the Company's 2022 Form 10-K.

Interest Rate Swaps

The Company enters into interest rate swap agreements in order to hedge the variability of expected future cash interest payments. As of June 30, 2023, the Company had interest rate derivative instruments on non-recourse debt extending through 2040, a portion of which were designated as cash flow hedges. Under the interest rate swap agreements, the Company pays a fixed rate and the counterparties to the agreements pay a variable interest rate.

Energy-Related Commodities

As of June 30, 2023, the Company had energy-related derivative instruments extending through 2033. At June 30, 2023, these contracts were not designated as cash flow or fair value hedges.

Volumetric Underlying Derivative Transactions

The following table summarizes the net notional volume buy/(sell) of the Company's open derivative transactions broken out by commodity:

		Total Volume	
		June 30, 2023	December 31, 2022
Commodity	**Units**	(In millions)	
Power	MWh	(17)	(18)
Interest	Dollars	$ 1,667	$ 1,084

Fair Value of Derivative Instruments

The following table summarizes the fair value within the derivative instrument valuation on the consolidated balance sheets:

	Fair Value			
	Derivative Assets		Derivative Liabilities	
	June 30, 2023	December 31, 2022	June 30, 2023	December 31, 2022
	(In millions)			
Derivatives Designated as Cash Flow Hedges:				
Interest rate contracts current	$ 7	$ 7	$ —	$ —
Interest rate contracts long-term	16	18	—	—
Total Derivatives Designated as Cash Flow Hedges	$ 23	$ 25	$ —	$ —
Derivatives Not Designated as Cash Flow Hedges:				
Interest rate contracts current	$ 27	$ 19	$ —	$ —
Interest rate contracts long-term	67	45	—	—
Commodity contracts current	—	—	44	50
Commodity contracts long-term	—	—	259	303
Total Derivatives Not Designated as Cash Flow Hedges	$ 94	$ 64	$ 303	$ 353
Total Derivatives	$ 117	$ 89	$ 303	$ 353

The Company has elected to present derivative assets and liabilities on the balance sheet on a trade-by-trade basis and does not offset amounts at the counterparty level. As of June 30, 2023 and December 31, 2022, the amount of outstanding collateral paid or received was immaterial. The following tables summarize the offsetting of derivatives by counterparty:

	Gross Amounts Not Offset in the Statement of Financial Position		
As of June 30, 2023	Gross Amounts of Recognized Assets/Liabilities	Derivative Instruments	Net Amount
Commodity contracts	(In millions)		
Derivative liabilities	$ (303)	$ —	$ (303)
Total commodity contracts	$ (303)	$ —	$ (303)
Interest rate contracts			
Derivative assets	$ 117	$ —	$ 117
Total interest rate contracts	$ 117	$ —	$ 117
Total derivative instruments	$ (186)	$ —	$ (186)

	Gross Amounts Not Offset in the Statement of Financial Position		
As of December 31, 2022	Gross Amounts of Recognized Assets/Liabilities	Derivative Instruments	Net Amount
Commodity contracts	(In millions)		
Derivative liabilities	$ (353)	$ —	$ (353)
Total commodity contracts	$ (353)	$ —	$ (353)
Interest rate contracts			
Derivative assets	$ 89	$ —	$ 89
Total interest rate contracts	$ 89	$ —	$ 89
Total derivative instruments	$ (264)	$ —	$ (264)

Accumulated Other Comprehensive Income (Loss)

The following table summarizes the effects on the Company's accumulated OCI (OCL) balance attributable to interest rate swaps designated as cash flow hedge derivatives:

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
	(In millions)			
Accumulated OCI (OCL) beginning balance	$ 23	$ 3	$ 27	$ (13)
Reclassified from accumulated OCI (OCL) to income due to realization of previously deferred amounts	(1)	2	(1)	5
Mark-to-market of cash flow hedge accounting contracts	5	5	1	18
Accumulated OCI ending balance	27	10	27	10
Accumulated OCI attributable to noncontrolling interests	6	4	6	4
Accumulated OCI attributable to Clearway Energy LLC	$ 21	$ 6	$ 21	$ 6
Gains expected to be realized from OCI during the next 12 months	$ 6		$ 6	

Amounts reclassified from accumulated OCI (OCL) into income are recorded to interest expense.

Impact of Derivative Instruments on the Consolidated Statements of Income

Mark-to-market gains/(losses) related to the Company's derivatives are recorded in the consolidated statements of income as follows:

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
	(In millions)			
Interest Rate Contracts (Interest expense)	$ 22	$ 36	$ 1	$ 77
Commodity Contracts (Mark-to-market for economic hedging activities) [a]	32	(49)	50	(174)

[a] Relates to long-term commodity contracts at Elbow Creek, Mesquite Star, Mt. Storm, Langford and Mesquite Sky. During the six months ended June 30, 2022, the commodity contract for Langford, which previously met the NPNS exception, no longer qualified for NPNS treatment and, accordingly, is accounted for as a derivative and marked to fair value through operating revenues.

See Note 5, *Fair Value of Financial Instruments*, for a discussion regarding concentration of credit risk.

Note 7 — *Long-term Debt*

This note should be read in conjunction with the complete description under Item 15 — Note 10, *Long-term Debt,* to the consolidated financial statements included in the Company's 2022 Form 10-K. The Company's borrowings, including short-term and long-term portions, consisted of the following:

(In millions, except rates)	June 30, 2023	December 31, 2022	June 30, 2023 interest rate % (a)	Letters of Credit Outstanding at June 30, 2023
Intercompany Note with Clearway, Inc.	$ 2	$ 2	4.430	
2028 Senior Notes	850	850	4.750	
2031 Senior Notes	925	925	3.750	
2032 Senior Notes	350	350	3.750	
Clearway Energy LLC and Clearway Energy Operating LLC Revolving Credit Facility, due 2028 (b)	—	—	S+1.850	$ 188
Non-recourse project-level debt:				
Agua Caliente Solar LLC, due 2037	640	649	2.395-3.633	45
Alta Wind Asset Management LLC, due 2031	11	12	L+2.625	—
Alta Wind I-V lease financing arrangements, due 2034 and 2035	679	709	5.696-7.015	47
Alta Wind Realty Investments LLC, due 2031	21	22	7.000	—
Borrego, due 2024 and 2038	50	51	Various	—
Buckthorn Solar, due 2025	119	119	S+2.100	22
Capistrano Wind Portfolio, due 2029 and 2031	145	156	S+2.100-S+2.150	34
Carlsbad Energy Holdings LLC, due 2027	114	115	S+1.900	82
Carlsbad Energy Holdings LLC, due 2038	407	407	4.120	—
Carlsbad Holdco, LLC, due 2038	197	197	4.210	6
CVSR, due 2037	612	627	2.339-3.775	—
CVSR Holdco Notes, due 2037	151	160	4.680	12
Daggett 3, due 2023 and 2028	446	—	S+1.262	35
DG-CS Master Borrower LLC, due 2040	406	413	3.510	30
Marsh Landing, due 2023	—	19		—
Mililani I, due 2027	47	47	S+1.600	5
NIMH Solar, due 2024	156	163	S+2.150	16
Oahu Solar Holdings LLC, due 2026	82	83	S+1.525	11
Rosie Class B LLC, due 2029	77	76	S+1.375	15
Utah Solar Holdings, due 2036	253	257	3.590	15
Viento Funding II, LLC, due 2029	180	184	S+1.475	25
Waiawa, due 2028	46	97	S+1.600	12
Walnut Creek, due 2023	—	19		—
WCEP Holdings, LLC, due 2023	—	26		—
Other	130	137	Various	250
Subtotal non-recourse project-level debt	4,969	4,745		
Total debt	7,096	6,872		
Less current maturities	(332)	(324)		
Less net debt issuance costs	(59)	(61)		
Add premiums (c)	3	4		
Total long-term debt	$ 6,708	$ 6,491		

(a) As of June 30, 2023, S+ equals SOFR plus x% and L+ equals 3 month LIBOR plus x%.

(b) Applicable rate is determined by the borrower leverage ratio, as defined in the credit agreement.

(c) Premiums relate to the 2028 Senior Notes.

The financing arrangements listed above contain certain covenants, including financial covenants that the Company is required to be in compliance with during the term of the respective arrangement. As of June 30, 2023, the Company was in compliance with all of the required covenants.

The discussion below describes material changes to or additions of long-term debt for the six months ended June 30, 2023.

Clearway Energy LLC and Clearway Energy Operating LLC Revolving Credit Facility

On March 15, 2023, Clearway Energy Operating LLC refinanced the Amended and Restated Credit Agreement, which (i) replaced LIBOR with SOFR plus a credit spread adjustment of 0.10% as the applicable reference rate, (ii) increased the available revolving commitments to an aggregate principal amount of $700 million, (iii) extended the maturity date to March 15, 2028, (iv) increased the letter of credit sublimit to $594 million and (v) implemented certain other technical modifications.

As of June 30, 2023, the Company had no outstanding borrowings under the revolving credit facility and $188 million in letters of credit outstanding.

Project-level Debt

Rosamond Central (Rosie Class B LLC)

On June 30, 2023, Rosie Class B LLC amended its financing agreement to provide for (i) a term loan in the amount of $77 million, (ii) construction loans up to $115 million, which will convert to a term loan upon the BESS project reaching substantial completion, (iii) tax equity bridge loans up to $188 million, which will be repaid with tax equity proceeds received upon the BESS project reaching substantial completion, (iv) an increase to the letter of credit sublimit to $41 million and (v) an extension of the maturity date of the term loan and construction loans to five years subsequent to term conversions.

On July 3, 2023, Rosie Class B LLC received total loan proceeds of $138 million, which was comprised of $115 million in construction loans and $28 million in tax equity bridge loans, net of $5 million in debt issuance costs that were deferred. Also on July 3, 2023, Rosie Class B LLC issued a loan to a consolidated subsidiary of Clearway Renew in the aggregate principal amount of $117 million in order to finance the construction of the BESS project. The loan bears interest at 9.00% and matures when the project reaches substantial completion, which is anticipated in the first half of 2024. The Company also contributed $20 million of the loan proceeds into Rosie Central BESS, as further described in Note 4, *Investments Accounted for by the Equity Method and Variable Interest Entities*.

Waiawa

On March 30, 2023, when the Waiawa solar project reached substantial completion, the tax equity investor contributed an additional $41 million and CEG contributed an additional $8 million, which was utilized, along with the $17 million in escrow, to repay the $55 million tax equity bridge loan, to fund $10 million in construction completion reserves and to pay $1 million in associated fees. Subsequent to the acquisition on October 3, 2022, the Company borrowed an additional $25 million in construction loans that was converted to a term loan in the amount of $47 million on March 30, 2023 that matures on March 30, 2028.

Daggett 3

On February 17, 2023, as part of the acquisition of Daggett 3, as further described in Note 3, *Acquisitions and Dispositions*, the Company assumed the project's financing agreement, which included a $181 million construction loan that converts to a term loan upon the project reaching substantial completion, $229 million tax equity bridge loan and $75 million sponsor equity bridge loan. The sponsor equity bridge loan was repaid at acquisition date, along with $8 million in associated fees, utilizing all of the proceeds from the Company and cash equity investor, which were contributed back to the Company by CEG. The tax equity bridge loan will be repaid with the final proceeds received from the tax equity investor upon Daggett 3 reaching substantial completion, which is expected to occur in the second half of 2023, along with the $62 million that was contributed into escrow by the tax equity investor at acquisition date. Subsequent to the acquisition, the Company borrowed an additional $36 million in construction loans.

Note 8 — *Segment Reporting*

The Company's segment structure reflects how management currently operates and allocates resources. The Company's businesses are segregated based on conventional power generation, renewable businesses which consist of solar, wind and energy storage The Corporate segment reflects the Company's corporate costs and includes eliminating entries. The Company's chief operating decision maker, its Chief Executive Officer, evaluates the performance of its segments based on operational measures including adjusted earnings before interest, taxes, depreciation and amortization, or Adjusted EBITDA, and CAFD, as well as net income (loss).

	Three months ended June 30, 2023			
(In millions)	**Conventional Generation**	**Renewables**	**Corporate [(a)]**	**Total**
Operating revenues	$ 115	$ 291	$ —	$ 406
Cost of operations, exclusive of depreciation, amortization and accretion shown separately below	40	79	(1)	118
Depreciation, amortization and accretion	32	96	—	128
General and administrative	—	—	9	9
Transaction and integration costs	—	—	2	2
Operating income (loss)	43	116	(10)	149
Equity in earnings of unconsolidated affiliates	1	2	—	3
Other income, net	1	3	5	9
Interest expense	(8)	(23)	(24)	(55)
Net Income (Loss)	$ 37	$ 98	$ (29)	$ 106
Total Assets	$ 2,169	$ 10,020	$ 429	$ 12,618

[(a)] Includes eliminations.

	Three months ended June 30, 2022				
(In millions)	**Conventional Generation**	**Renewables**	**Thermal**	**Corporate [(a)]**	**Total**
Operating revenues	$ 103	$ 247	$ 18	$ —	$ 368
Cost of operations, exclusive of depreciation, amortization and accretion shown separately below	28	73	11	—	112
Depreciation, amortization and accretion	33	93	—	—	126
General and administrative	—	—	1	8	9
Transaction and integration costs	—	—	—	3	3
Development costs	—	—	1	—	1
Total operating costs and expenses	61	166	13	11	251
Gain on sale of business	—	—	—	1,291	1,291
Operating income	42	81	5	1,280	1,408
Equity in earnings of unconsolidated affiliates	1	9	—	—	10
Other income, net	—	4	—	1	5
Interest expense	(10)	(11)	(1)	(25)	(47)
Net Income	$ 33	$ 83	$ 4	$ 1,256	$ 1,376

[(a)] Includes eliminations.

(In millions)	Six months ended June 30, 2023 Conventional Generation	Renewables	Corporate [a]	Total
Operating revenues	$ 210	$ 484	$ —	$ 694
Cost of operations, exclusive of depreciation, amortization and accretion shown separately below	69	158	(1)	226
Depreciation, amortization and accretion	65	191	—	256
General and administrative	—	—	19	19
Transaction and integration costs	—	—	2	2
Operating income (loss)	76	135	(20)	191
Equity in earnings (losses) of unconsolidated affiliates	2	(2)	—	—
Other income, net	2	4	11	17
Interest expense	(19)	(87)	(48)	(154)
Net Income (Loss)	$ 61	$ 50	$ (57)	$ 54

[a] Includes eliminations.

(In millions)	Six months ended June 30, 2022 Conventional Generation	Renewables	Thermal	Corporate [a]	Total
Operating revenues	$ 211	$ 294	$ 77	$ —	$ 582
Cost of operations, exclusive of depreciation, amortization and accretion shown separately below	49	141	50	—	240
Depreciation, amortization and accretion	66	184	—	—	250
General and administrative	—	—	2	19	21
Transaction and integration costs	—	—	—	5	5
Development costs	—	—	2	—	2
Total operating costs and expenses	115	325	54	24	518
Gain on sale of business	—	—	—	1,291	1,291
Operating income (loss)	96	(31)	23	1,267	1,355
Equity in earnings of unconsolidated affiliates	2	12	—	—	14
Other income, net	—	4	—	1	5
Loss on debt extinguishment	—	(2)	—	—	(2)
Interest expense	(18)	(19)	(6)	(51)	(94)
Net Income (Loss)	$ 80	$ (36)	$ 17	$ 1,217	$ 1,278

[a] Includes eliminations.

Note 9 — *Related Party Transactions*

In addition to the transactions and relationships described elsewhere in the notes to the consolidated financial statements, certain subsidiaries of CEG provide services to the Company and its project entities. Amounts due to CEG subsidiaries are recorded as accounts payable — affiliates and amounts due to the Company from CEG subsidiaries are recorded as accounts receivable — affiliates in the Company’s consolidated balance sheets. The disclosures below summarize the Company’s material related party transactions with CEG and its subsidiaries that are included in the Company’s operating costs.

O&M Services Agreements by and between the Company and Clearway Renewable Operation & Maintenance LLC

Various wholly-owned subsidiaries of the Company in the Renewables segment are party to services agreements with Clearway Renewable Operation & Maintenance LLC, or RENOM, a wholly-owned subsidiary of CEG, which provides operation and maintenance, or O&M, services to these subsidiaries. The Company incurred total expenses for these services of $19 million and $15 million for the three months ended June 30, 2023 and 2022, respectively. The Company incurred total expenses for these services of $36 million and $30 million for the six months ended June 30, 2023 and 2022, respectively. There was a balance of $11 million and $14 million due to RENOM as of June 30, 2023 and December 31, 2022, respectively.

Administrative Services Agreements by and between the Company and CEG

Various wholly-owned subsidiaries of the Company are parties to services agreements with Clearway Asset Services LLC and Solar Asset Management LLC, two wholly-owned subsidiaries of CEG, which provide various administrative services to the Company's subsidiaries. The Company incurred expenses under these agreements of $6 million and $5 million for the three months ended June 30, 2023, and 2022, respectively. The Company incurred expenses under these agreements of $10 million and $8 million for the six months ended June 30, 2023 and 2022, respectively. There was a balance of $2 million and $3 million due to CEG as of June 30, 2023 and December 31, 2022, respectively.

CEG Master Services Agreements

The Company is a party to the CEG Master Services Agreements, pursuant to which CEG and certain of its affiliates or third-party service providers provide certain services to the Company, including operational and administrative services, which include human resources, information systems, external affairs, accounting, procurement and risk management services, and the Company provides certain services to CEG, including accounting, internal audit, tax and treasury services, in exchange for the payment of fees in respect of such services. The Company incurred net expenses under these agreements of $2 million and $1 million for each of the three months ended June 30, 2023, and 2022, respectively. The Company incurred net expenses under these agreements of $3 million and $2 million for the six months ended June 30, 2023 and 2022, respectively.

Note 10 — *Contingencies*

This note should be read in conjunction with the complete description under Item 15 — Note 14, *Commitments and Contingencies*, to the consolidated financial statements included in the Company’s 2022 Form 10-K.

The Company’s material legal proceeding is described below. The Company believes that it has a valid defense to this legal proceeding and intends to defend it vigorously. The Company records reserves for estimated losses from contingencies when information available indicates that a loss is probable and the amount of the loss, or range of loss, can be reasonably estimated. As applicable, the Company has established an adequate reserve for the matter discussed below. In addition, legal costs are expensed as incurred. Management assesses such matters based on current information and makes a judgment concerning its potential outcome, considering the nature of the claim, the amount and nature of damages sought, and the probability of success. The Company is unable to predict the outcome of the legal proceeding below or reasonably estimate the scope or amount of any associated costs and potential liabilities. As additional information becomes available, management adjusts its assessment and estimate of such contingency accordingly. Because litigation is subject to inherent uncertainties and unfavorable rulings or developments, it is possible that the ultimate resolution of the Company’s liabilities and contingencies could be at amounts that are different from its currently recorded reserves and that such difference could be material.

In addition to the legal proceeding noted below, the Company and its subsidiaries are party to other litigation or legal proceedings arising in the ordinary course of business. In management’s opinion, the disposition of these ordinary course matters will not materially adversely affect the Company’s consolidated financial position, results of operations, or cash flows.

Buckthorn Solar Litigation

On October 8, 2019, the City of Georgetown, Texas, or Georgetown, filed a petition in the District Court of Williamson County, Texas naming Buckthorn Westex, LLC, the Company’s subsidiary that owns the Buckthorn Westex solar project, as the defendant, alleging fraud by nondisclosure and breach of contract in connection with the project and the PPA, and seeking (i) rescission and/or cancellation of the PPA, (ii) declaratory judgment that the alleged breaches constitute an event of default under the PPA entitling Georgetown to terminate, and (iii) recovery of all damages, costs of court, and attorneys’ fees. On November 15, 2019, Buckthorn Westex filed an original answer and counterclaims (i) denying Georgetown’s claims, (ii) alleging Georgetown has breached its contracts with Buckthorn Westex by failing to pay amounts due, and (iii) seeking relief in the form of (x) declaratory judgment that Georgetown’s alleged failure to pay amounts due constitute breaches of and an event of default under the PPA and that Buckthorn did not commit any events of default under the PPA, (y) recovery of costs, expenses, interest, and attorneys’ fees, and (z) such other relief to which it is entitled at law or in equity. In response to motions for partial summary judgment filed by each party, the court denied Georgetown’s motion in its entirety, granted Buckthorn Westex’s motion with respect to the fraud by nondisclosure claim and denied Buckthorn Westex’s motion with respect to the breach of contract claim. The case is scheduled to proceed to trial in October 2023. Buckthorn Westex believes the allegations of Georgetown are meritless, and Buckthorn Westex is vigorously defending its rights under the PPA.

ITEM 2 — Management's Discussion and Analysis of Financial Condition and the Results of Operations

The following discussion analyzes the Company's historical financial condition and results of operations.

As you read this discussion and analysis, refer to the Company's consolidated financial statements to this Form 10-Q, which present the results of operations for the three and six months ended June 30, 2023 and 2022. Also refer to the Company's 2022 Form 10-K, which includes detailed discussions of various items impacting the Company's business, results of operations and financial condition.

The discussion and analysis below has been organized as follows:

- Executive Summary, including a description of the business and significant events that are important to understanding the results of operations and financial condition;
- Results of operations, including an explanation of significant differences between the periods in the specific line items of the consolidated statements of income;
- Financial condition addressing liquidity position, sources and uses of cash, capital resources and requirements, commitments and off-balance sheet arrangements;
- Known trends that may affect the Company's results of operations and financial condition in the future; and
- Critical accounting policies which are most important to both the portrayal of the Company's financial condition and results of operations, and which require management's most difficult, subjective or complex judgment.

Executive Summary

Introduction and Overview

Clearway Energy LLC, together with its consolidated subsidiaries, or the Company, is an energy infrastructure investor with a focus on investments in clean energy and owner of modern, sustainable and long-term contracted assets across North America. The Company is sponsored by GIP and TotalEnergies through the portfolio company, Clearway Energy Group LLC, or CEG, which is equally owned by GIP and TotalEnergies. GIP is an independent infrastructure fund manager that makes equity and debt investments in infrastructure assets and businesses. TotalEnergies is a global multi-energy company.

The Company is one of the largest renewable energy owners in the U.S. with over 5,500 net MW of installed wind and solar generation projects. The Company's over 8,000 net MW of assets also includes approximately 2,500 net MW of environmentally-sound, highly efficient natural gas-fired generation facilities. Through this environmentally-sound, diversified and primarily contracted portfolio, the Company endeavors to increase distributions to its unit holders. The majority of the Company's revenues are derived from long-term contractual arrangements for the output or capacity from these assets. The weighted average remaining contract duration of these offtake agreements was approximately 10 years as of June 30, 2023 based on CAFD.

As of June 30, 2023, the Company's operating assets are comprised of the following projects:

Projects	Percentage Ownership	Net Capacity (MW) [(a)]	Counterparty	Expiration
Conventional				
Carlsbad	100 %	527	San Diego Gas & Electric	2038
El Segundo	100 %	550	SCE	2023 - 2026
GenConn Devon	50 %	95	Connecticut Light & Power	2040
GenConn Middletown	50 %	95	Connecticut Light & Power	2041
Marsh Landing	100 %	720	Various	2023 - 2030
Walnut Creek	100 %	485	SCE	2023 - 2026
Total Conventional		2,472		
Utility Scale Solar				
Agua Caliente	51 %	148	PG&E	2039
Alpine	100 %	66	PG&E	2033
Avenal	50 %	23	PG&E	2031
Avra Valley	100 %	27	Tucson Electric Power	2032
Blythe	100 %	21	SCE	2029
Borrego	100 %	26	San Diego Gas and Electric	2038
Buckthorn Solar [(b)]	100 %	150	City of Georgetown, TX	2043
CVSR	100 %	250	PG&E	2038
Desert Sunlight 250	25 %	63	SCE	2034
Desert Sunlight 300	25 %	75	PG&E	2039
Kansas South	100 %	20	PG&E	2033
Mililani I [(b) (c)]	50 %	20	Hawaiian Electric Company	2042
Oahu Solar Projects [(b)]	100 %	61	Hawaiian Electric Company	2041
Roadrunner	100 %	20	El Paso Electric	2031
Rosamond Central [(b)]	50 %	96	Various	2035 - 2047
TA High Desert	100 %	20	SCE	2033
Utah Solar Portfolio	100 %	530	PacifiCorp	2036
Waiawa [(b) (c)]	50 %	36	Hawaiian Electric Company	2043
Total Utility Scale Solar [(d)]		1,652		
Distributed Solar				
DGPV Fund Projects [(b)]	100 %	286	Various	2030 - 2044
Solar Power Partners (SPP) Projects	100 %	25	Various	2026 - 2037
Other DG Projects	100 %	21	Various	2023 - 2039
Total Distributed Solar [(d)]		332		

Projects	Percentage Ownership	Net Capacity (MW) [(a)]	Counterparty	Expiration
Wind				
Alta I	100 %	150	SCE	2035
Alta II	100 %	150	SCE	2035
Alta III	100 %	150	SCE	2035
Alta IV	100 %	102	SCE	2035
Alta V	100 %	168	SCE	2035
Alta X [(b)]	100 %	137	SCE	2038
Alta XI [(b)]	100 %	90	SCE	2038
Black Rock [(b)]	50 %	58	Toyota and AEP	2036
Buffalo Bear	100 %	19	Western Farmers Electric Co-operative	2033
Capistrano Wind Portfolio	100 %	413	Various	2030 - 2033
Elbow Creek [(b)]	100 %	122	Various	2029
Elkhorn Ridge	66.7 %	54	Nebraska Public Power District	2029
Forward	100 %	29	Constellation NewEnergy, Inc.	2025
Goat Wind	100 %	150	Dow Pipeline Company	2025
Langford [(b)]	100 %	160	Goldman Sachs	2033
Laredo Ridge	100 %	81	Nebraska Public Power District	2031
Lookout	100 %	38	Southern Maryland Electric Cooperative	2030
Mesquite Sky [(b)]	50 %	170	Various	2033 - 2036
Mesquite Star [(b)]	50 %	210	Various	2032 - 2035
Mt. Storm	100 %	264	Citigroup	2031
Ocotillo	100 %	55	N/A	
Odin	99.9 %	21	Missouri River Energy Services	2028
Pinnacle [(b)]	100 %	54	Maryland Department of General Services and University System of Maryland	2031
Rattlesnake [(b)] [(e)]	100 %	160	Avista Corporation	2040
San Juan Mesa	75 %	90	Southwestern Public Service Company	2025
Sleeping Bear	100 %	95	Public Service Company of Oklahoma	2032
South Trent	100 %	101	AEP Energy Partners	2029
Spanish Fork	100 %	19	PacifiCorp	2028
Spring Canyon II [(b)]	90.1 %	31	Platte River Power Authority	2039
Spring Canyon III [(b)]	90.1 %	26	Platte River Power Authority	2039
Taloga	100 %	130	Oklahoma Gas & Electric	2031
Wildorado [(b)]	100 %	161	Southwestern Public Service Company	2027
Total Wind [(d)]		3,658		
Total net generation capacity		8,114		

[(a)] Net capacity represents the maximum, or rated, generating capacity of the facility multiplied by the Company’s percentage ownership in the facility as of June 30, 2023.

[(b)] Projects are part of tax equity arrangements and ownership percentage is based on cash to be distributed, as further described in Note 4, *Investments Accounted for by the Equity Method and Variable Interest Entities.*

[(c)] Includes storage capacity that matches the facility’s rated generating capacity.

[(d)] Typical average capacity factors are 25% for solar facilities and 25-45% for wind facilities. For the six months ended June 30, 2023, the Company's solar and wind facilities had weighted-average capacity factors of 27% and 31%, respectively. For the six months ended June 30, 2022, the Company’s solar and wind facilities had weighted-average capacity factors of 30% and 35%, respectively. The weight-average capacity factors can vary based on seasonality and weather conditions.

[(e)] Rattlesnake has a deliverable capacity of 144 MW.

Significant Events

Drop Down Transactions

- On June 30, 2023, the Company, through its indirect subsidiary, Rosie Class B LLC, the indirect owner of the Rosamond Central solar project, became the owner of the Class B membership interests of Rosie Central BESS in order to facilitate and fund the construction of a 147 MW BESS project that will be co-located at the Rosamond Central solar facility. Clearway Renew indirectly owns the Class A membership interests. The Company's investment consists of $10 million contributed into Rosie Central BESS, funded through contributions from the Company and its cash equity investor in Rosie TargetCo LLC, which consolidates Rosie Class B LLC. On July 3, 2023, Rosie Class B LLC contributed an additional $20 million into Rosie Central BESS. Additionally, on June 30, 2023, Rosamond Central entered into an asset purchase agreement with Rosie Central BESS to acquire the BESS project assets at mechanical completion for a purchase price of $360 million, of which $72 million is payable at mechanical completion with the remaining $288 million payable at substantial completion. The Company will fund $17 million of the purchase price at mechanical completion and $67 million of the purchase price at substantial completion. See Note 4, *Investments Accounted for by the Equity Method and Variable Interest Entities*, for further discussion of the transactions.

- On May 19, 2023, the Company, through an indirect subsidiary, entered into an agreement with Clearway Renew to acquire Cedar Creek Holdco LLC, which is the indirect owner of the Cedar Creek wind project, a 160 MW project located in Bingham County, Idaho, for $107 million in cash, subject to customary working capital adjustments. Upon the closing of the transaction, the Company will indirectly own all of the Class B membership interests in Cedar Creek TE Holdco LLC, a tax equity fund which will consolidate the Cedar Creek wind project, while a tax equity investor will own all of the Class A membership interests. The consummation of the transaction is subject to customary closing conditions and certain third-party approvals and is expected in the first half of 2024.

- On May 3, 2023, the Company entered into an agreement with Clearway Renew to repower the Cedro Hill wind project, which is included in the Capistrano Wind Portfolio and is located in Bruni, Texas. The Company expects to invest approximately $63 million in net corporate capital, subject to closing adjustments. Contingent upon achieving repowering commercial operations in the second half of 2024, the 160 MW project will sell power to its existing counterparty, an investment-grade utility, for an additional 15 years ending in 2045 under an amended PPA.

- On February 17, 2023, the Company, through its indirect subsidiary, Daggett Solar Investment LLC, acquired the Class A membership interests in Daggett TargetCo LLC, the indirect owner of the Daggett 3 solar project, a 300 MW solar project with matching storage capacity that is currently under construction, located in San Bernardino, California from Clearway Renew for cash consideration of $21 million. Simultaneously, a cash equity investor acquired the Class B membership interests in Daggett TargetCo LLC from Clearway Renew for cash consideration of $129 million. The Company and the cash equity investor then contributed their Class A and B membership interests, respectively, into Daggett Renewable Holdco LLC, a partnership between the Company and the cash equity investor, which consolidates Daggett TargetCo LLC. Daggett TargetCo LLC consolidates, as the indirect owner of the primary beneficiary, a tax equity fund, Daggett TE Holdco LLC, which owns the Daggett 3 solar project. See Note 3, *Acquisitions and Dispositions*, for further discussion of the transaction.

Corporate Financing Activities

- On March 15, 2023, Clearway Energy Operating LLC refinanced the Amended and Restated Credit Agreement. See Note 7, *Long-term Debt*, for further discussion of the amendment.

Project-level Financing Activities

- In connection with the 2022 Drop Down of Waiawa and the 2023 Drop Down of Daggett 3, the Company assumed non-recourse project-level debt. See Note 7, *Long-term Debt*, for further discussion of the non-recourse project-level debt associated with each project.

- On June 30, 2023, Rosie Class B LLC amended its financing agreement. On July 3, 2023, the Company received total loan proceeds of $138 million under the refinancing. Also on July 3, 2023, Rosie Class B LLC issued a loan to a consolidated subsidiary of Clearway Renew in the aggregate principal amount of $117 million in order to finance the construction of the BESS project. See Note 7, *Long-term Debt*, for further discussion of the project financing activities.

Environmental Matters

The Company is subject to a wide range of environmental laws during the development, construction, ownership and operation of facilities. These existing and future laws generally require that governmental permits and approvals be obtained before construction and maintained during operation of facilities. The Company is obligated to comply with all environmental laws and regulations applicable within each jurisdiction and required to implement environmental programs and procedures to monitor and control risks associated with the construction, operation and decommissioning of regulated or permitted energy assets. Federal and state environmental laws have historically become more stringent over time, although this trend could change in the future.

The Company's environmental matters are further described in the Company's 2022 Form 10-K in Item 1, *Business — Environmental Matters* and Item 1A, *Risk Factors*.

Regulatory Matters

The Company's regulatory matters are described in the Company's 2022 Form 10-K in Item 1, *Business — Regulatory Matters* and Item 1A, *Risk Factors.*

Consolidated Results of Operations

The following table provides selected financial information:

(In millions)	Three months ended June 30, 2023	Three months ended June 30, 2022	Change	Six months ended June 30, 2023	Six months ended June 30, 2022	Change
Operating Revenues						
Energy and capacity revenues	$ 379	$ 431	$ (52)	$ 683	$ 791	$ (108)
Other revenue	48	30	18	60	52	8
Contract amortization	(47)	(41)	(6)	(94)	(83)	(11)
Mark-to-market for economic hedges	26	(52)	78	45	(178)	223
Total operating revenues	406	368	38	694	582	112
Operating Costs and Expenses						
Cost of fuels	16	7	9	16	29	(13)
Operations and maintenance	76	76	—	159	152	7
Other costs of operations	26	29	(3)	51	59	(8)
Depreciation, amortization and accretion	128	126	2	256	250	6
General and administrative	9	9	—	19	21	(2)
Transaction and integration costs	2	3	(1)	2	5	(3)
Development costs	—	1	(1)	—	2	(2)
Total operating costs and expenses	257	251	6	503	518	(15)
Gain on sale of business	—	1,291	(1,291)	—	1,291	(1,291)
Operating Income	149	1,408	(1,259)	191	1,355	(1,164)
Other Income (Expense)						
Equity in earnings of unconsolidated affiliates	3	10	(7)	—	14	(14)
Other income, net	9	5	4	17	5	12
Loss on debt extinguishment	—	—	—	—	(2)	2
Derivative interest income	22	36	(14)	1	77	(76)
Other interest expense	(77)	(83)	6	(155)	(171)	16
Total other expense, net	(43)	(32)	(11)	(137)	(77)	(60)
Net Income	106	1,376	(1,270)	54	1,278	(1,224)
Less: Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	—	(6)	6	(30)	(46)	16
Net Income Attributable to Clearway Energy LLC	$ 106	$ 1,382	$ (1,276)	$ 84	$ 1,324	$ (1,240)

Business metrics:	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Solar MWh generated/sold (in thousands) [(a)]	1,544	1,538	2,410	2,598
Wind MWh generated/sold (in thousands) [(a)]	2,433	2,878	5,177	5,137
Renewables MWh generated/sold (in thousands) [(a)]	3,977	4,416	7,587	7,735
Thermal MWt sold (in thousands) [(b)]	—	183	—	835
Thermal MWh sold (in thousands) [(b)]	—	5	—	19
Conventional MWh generated (in thousands) [(a)] [(c)]	139	289	227	421
Conventional equivalent availability factor	90.1 %	88.3 %	82.3 %	91.8 %

[(a)] Volumes do not include the MWh generated/sold by the Company’s equity method investments.
[(b)] On May 1, 2022, the Company completed the sale of 100% of its interests in the Thermal Business to KKR.
[(c)] Volumes generated in 2022 were not sold as the Conventional facilities sold only capacity rather than energy prior to 2023.

Management's Discussion of the Results of Operations for the Three Months Ended June 30, 2023 and 2022

Operating Revenues

Operating revenues increased by $38 million during the three months ended June 30, 2023, compared to the same period in 2022, due to a combination of the drivers summarized in the table below:

		(In millions)
Renewables Segment	Decrease driven primarily by lower than average wind production in 2023, compared with higher than average wind production in 2022.	$ (46)
	Increase driven primarily by the acquisition of the Capistrano Wind Portfolio in August 2022.	16
	Increase for solar acquisitions driven by Mililani I and Waiawa, which reached commercial operations in July 2022 and January 2023, respectively, offset by the disposition of Kawailoa in August 2022.	2
Conventional Segment	Increase driven by the sales-type lease revenue recognition of the Marsh Landing Black Start addition that commenced operations on May 31, 2023.	21
	Increase at El Segundo facility primarily driven by higher availability due to the timing of the 2023 annual planned maintenance outages.	6
	Decrease at Walnut Creek and Marsh Landing facilities primarily driven by lower prices for capacity revenue due to the expiring PPAs during the second quarter of 2023 and commencement of RA capacity revenue.	(15)
Thermal Segment	Decrease in revenue due to the sale of the Thermal business on May 1, 2022.	(18)
Mark-to-market for economic hedges	Increase primarily driven by decreases in forward power prices in the ERCOT and PJM markets.	78
Contract amortization	Increase primarily driven by amortization of the intangible assets of PPAs related to the acquisition of the Capistrano Wind Portfolio in August 2022.	(6)
		$ 38

Cost of Fuels

Cost of fuels increased by $9 million during the three months ended June 30, 2023, compared to the same period in 2022, due to a $15 million increase for the Conventional segment primarily due to the associated costs of the sales-type lease recognition of the Marsh Landing Black Start addition that commenced operations on May 31, 2023, as further described in Note 2, *Summary of Significant Accounting Policie*s, offset by a $6 million decrease driven by the sale of the Thermal Business on May 1, 2022.

Gain on Sale of Business

On May 1, 2022, the Company completed the sale of 100% of its interests in the Thermal Business to KKR, resulting in a gain on sale of business of approximately $1.29 billion.

Equity in Earnings of Unconsolidated Affiliates

Equity in earnings of unconsolidated affiliates decreased by $7 million during the three months ended June 30, 2023, compared to the same period in 2022, primarily due to the change in fair value of interest rate swaps, as well as lower wind production.

Interest Expense

Interest expense increased by $8 million during the three months ended June 30, 2023, compared to the same period in 2022, primarily due to the following:

		(In millions)
Change in fair value of interest rate swaps	$	14
Decrease in interest expense due to decreased principal balances of project-level debt		(4)
Decrease in interest expense due to the sale of the Thermal Business on May 1, 2022		(1)
Decrease in interest expense due to decreased principal balances of Corporate debt, which includes repayment of the outstanding borrowings under the Bridge Loan Agreement and the revolving credit facility on May 3, 2022		(1)
	$	8

Net Loss Attributable to Noncontrolling Interests and Redeemable Noncontrolling Interests

For the three months ended June 30, 2023, net (loss) income attributable to noncontrolling interests and redeemable noncontrolling interests was comprised of the following:

		(In millions)
Losses attributable to tax equity financing arrangements and the application of the HLBV method	$	(11)
Income attributable to third-party partnerships		11
	$	—

For the three months ended June 30, 2022, the Company had a net loss of $6 million attributable to noncontrolling interests and redeemable noncontrolling interests with respect to its tax equity financing arrangements and the application of the HLBV method.

Management's Discussion of the Results of Operations for the Six Months Ended June 30, 2023 and 2022

Operating Revenues

Operating revenues increased by $112 million during the six months ended June 30, 2023, compared to the same period in 2022, due to a combination of the drivers summarized in the table below:

		(In millions)
Renewables Segment	Decrease driven primarily by lower than average wind production during the second quarter of 2023, compared with higher than average wind production during the second quarter of 2022.	$ (47)
	Decrease driven primarily by lower solar generation due to weather.	(14)
	Increase driven primarily by the acquisition of the Capistrano Wind Portfolio in August 2022.	36
	Increase for solar acquisitions driven by Mililani I and Waiawa, which reached commercial operations in July 2022 and January 2023, respectively, offset by the disposition of Kawailoa in August 2022.	3
Conventional Segment	Decrease at Walnut Creek and Marsh Landing facilities primarily driven by lower prices for capacity revenue due to the expiring PPAs during the second quarter of 2023 and commencement of RA capacity revenue.	(15)
	Decrease driven by outages at the Walnut Creek and Marsh Landing facilities during the first quarter of 2023, resulting in lower capacity revenue.	(5)
	Decrease primarily driven by longer planned maintenance outages at the El Segundo facility in 2023.	(2)
	Increase driven by the sales-type lease revenue recognition of the Marsh Landing Black Start addition that commenced operations on May 31, 2023.	21
Thermal Segment	Decrease primarily driven by the sale of the Thermal Business on May 1, 2022.	(77)
Mark-to-market economic hedging activities	Increase primarily driven by decreases in forward power prices in the ERCOT and PJM markets.	223
Contract amortization	Increase primarily driven by amortization of the intangible assets of PPAs related to the acquisition of the Capistrano Wind Portfolio in August 2022.	(11)
		$ 112

Cost of Fuels

Cost of fuels decreased by $13 million during the six months ended June 30, 2023, compared to the same period in 2022, due to the sale of the Thermal Business on May 1, 2022, which resulted in a decrease of $28 million, offset by a $15 million increase for the Conventional segment primarily due to the associated costs of the sales-type lease recognition of the Marsh Landing Black Start addition that commenced operations on May 31, 2023, as further described in Note 2, *Summary of Significant Accounting Policies*.

Operations and Maintenance Expense

Operations and maintenance expense increased by $7 million during the six months ended June 30, 2023, compared to the same period in 2022, due to a combination of the drivers summarized in the table below:

		(In millions)
Renewables Segment	Increase primarily driven by the acquisition of the Capistrano Wind Portfolio in August 2022.	$ 11
	Increase primarily driven by maintenance activities at the wind facilities.	6
	Increase for solar acquisitions driven by Daggett 3 in February 2023, Mililani I in March 2022 and Waiawa in November 2022, offset by the disposition of Kawailoa in August 2022.	2
Conventional Segment	Increase primarily driven by outages at the Walnut Creek and Marsh Landing facilities.	4
	Increase primarily driven by higher costs related to additional planned maintenance outages at the El Segundo facility in 2023.	2
Thermal Segment	Decrease primarily driven by the sale of the Thermal Business on May 1, 2022.	(18)
		$ 7

Other Costs of Operations Expense

Other costs of operations expense decreased by $8 million during the six months ended June 30, 2023, compared to the same period in 2022, primarily due to the sale of the Thermal Business on May 1, 2022 and a decrease in property taxes in both the Conventional and the Renewables segments.

Gain on Sale of Business

On May 1, 2022, the Company completed the sale of 100% of its interests in the Thermal Business to KKR, resulting in a gain on sale of business of approximately $1.29 billion.

Equity in Earnings of Unconsolidated Affiliates

Equity in earnings of unconsolidated affiliates decreased by $14 million during the six months ended June 30, 2023, compared to the same period in 2022, primarily due to the change in fair value of interest swaps and higher depreciation expense, as well as lower wind production.

Other Income, Net

Other income, net increased by $12 million during the six months ended June 30, 2023, compared to the same period in 2022, primarily due to higher interest income earned on investments in money market and time deposit accounts, which have retained larger balances as a result of the proceeds received from the sale of the Thermal Business on May 1, 2022.

Interest Expense

Interest expense increased by $60 million during the six months ended June 30, 2023, compared to the same period in 2022, primarily due to the following:

	(In millions)
Change in fair value of interest rate swaps	$ 76
Decrease in interest expense due to decreased principal balances of project-level debt	(7)
Decrease in interest expense due to the sale of the Thermal Business on May 1, 2022	(6)
Decrease in interest expense due to decreased principal balances of Corporate debt, which includes repayment of the outstanding borrowings under the Bridge Loan Agreement and the revolving credit facility on May 3, 2022	(3)
	$ 60

Net Loss Attributable to Noncontrolling Interests and Redeemable Noncontrolling Interests

For the six months ended June 30, 2023, the Company had a net loss of $30 million attributable to noncontrolling interests and redeemable noncontrolling interests comprised of the following:

	(In millions)
Losses attributable to tax equity financing arrangements and the application of the HLBV method	$ (44)
Income attributable to third-party partnerships	14
	$ (30)

For the six months ended June 30, 2022, the Company had a net loss of $46 million attributable to noncontrolling interests and redeemable noncontrolling interests comprised of the following:

	(In millions)
Losses attributable to tax equity financing arrangements and the application of the HLBV method	$ (24)
Losses attributable to third-party partnerships	(22)
	$ (46)

Liquidity and Capital Resources

The Company's principal liquidity requirements are to meet its financial commitments, finance current operations, fund capital expenditures, including acquisitions from time to time, service debt and pay distributions. As a normal part of the Company's business, depending on market conditions, the Company will from time to time consider opportunities to repay, redeem, repurchase or refinance its indebtedness. Changes in the Company's operating plans, lower than anticipated sales, increased expenses, acquisitions or other events may cause the Company to seek additional debt or equity financing in future periods. There can be no guarantee that financing will be available on acceptable terms or at all. Debt financing, if available, could impose additional cash payment obligations and additional covenants and operating restrictions.

Current Liquidity Position

As of June 30, 2023 and December 31, 2022, the Company's liquidity was approximately $1.43 billion and $1.37 billion, respectively, comprised of cash, restricted cash and availability under the Company's revolving credit facility.

(In millions)	June 30, 2023	December 31, 2022
Cash and cash equivalents:		
Clearway Energy LLC, excluding subsidiaries	$ 413	$ 536
Subsidiaries	134	121
Restricted cash:		
Operating accounts	104	109
Reserves, including debt service, distributions, performance obligations and other reserves	267	230
Total cash, cash equivalents and restricted cash	918	996
Revolving credit facility availability	512	370
Total liquidity	$ 1,430	$ 1,366

The Company's liquidity includes $371 million and $339 million of restricted cash balances as of June 30, 2023 and December 31, 2022, respectively. Restricted cash consists primarily of funds to satisfy the requirements of certain debt arrangements and funds held within the Company's projects that are restricted in their use. As of June 30, 2023, these restricted funds were comprised of $104 million designated to fund operating expenses, approximately $168 million designated for current debt service payments and $85 million restricted for reserves including debt service, performance obligations and other reserves, as well as capital expenditures. The remaining $14 million is held in distribution reserve accounts.

Clearway Energy LLC and Clearway Energy Operating LLC Revolving Credit Facility

On March 15, 2023, Clearway Energy Operating LLC refinanced the Amended and Restated Credit Agreement, which (i) replaced LIBOR with SOFR plus a credit spread adjustment of 0.10% as the applicable reference rate, (ii) increased the available revolving commitments to an aggregate principal amount of $700 million, (iii) extended the maturity date to March 15, 2028, (iv) increased the letter of credit sublimit to $594 million and (v) implemented certain other technical modifications.

As of June 30, 2023, the Company had no outstanding borrowings under the revolving credit facility and $188 million in letters of credit outstanding. The facility will continue to be used for general corporate purposes including financing of future acquisitions and posting letters of credit.

Management believes that the Company's liquidity position, cash flows from operations, and availability under its revolving credit facility will be adequate to meet the Company's financial commitments; debt service obligations; growth, operating and maintenance capital expenditures; and to fund distributions to Clearway, Inc. and CEG. Management continues to regularly monitor the Company's ability to finance the needs of its operating, financing and investing activity within the dictates of prudent balance sheet management.

Sources of Liquidity

The Company's principal sources of liquidity include cash on hand, cash generated from operations, proceeds from sales of assets, borrowings under new and existing financing arrangements and the issuance of additional equity and debt securities by Clearway, Inc. or the Company as appropriate given market conditions. As described in Note 7, *Long-term Debt*, to this Form 10-Q and Item 15 — Note 10, *Long-term Debt*, to the consolidated financial statements included in the Company's 2022 Form 10-K, the Company's financing arrangements consist of corporate level debt, which includes Senior Notes, intercompany borrowings with Clearway, Inc. and the revolving credit facility, the ATM Program and project-level financings for its various assets.

Credit Ratings

Credit rating agencies rate a firm's public debt securities. These ratings are utilized by the debt markets in evaluating a firm's credit risk. Ratings influence the price paid to issue new debt securities by indicating to the market the Company's ability to pay principal, interest and preferred dividends. Rating agencies evaluate a firm's industry, cash flow, leverage, liquidity and hedge profile, among other factors, in their credit analysis of a firm's credit risk. As of June 30, 2023, the Company's 2028 Senior Notes, 2031 Senior Notes and 2032 Senior Notes were rated BB by S&P and Ba2 by Moody's.

Uses of Liquidity

The Company's requirements for liquidity and capital resources, other than for operating its facilities, are categorized as: (i) debt service obligations, as described more fully in Note 7, *Long-term Debt*; (ii) capital expenditures; (iii) off-balance sheet arrangements; (iv) acquisitions and investments, as described more fully in Note 3, *Acquisitions and Dispositions* and Note 4, *Investments Accounted for by the Equity Method and Variable Interest Entities;* and (v) distributions.

Capital Expenditures

The Company's capital spending program is mainly focused on maintenance capital expenditures, consisting of costs to maintain the assets currently operating, such as costs to replace or refurbish assets during routine maintenance, and growth capital expenditures consisting of costs to construct new assets and costs to complete the construction of assets where construction is in process.

For the six months ended June 30, 2023, the Company used approximately $109 million to fund capital expenditures, including growth expenditures of $96 million in the Renewables segment, funded through construction-related financing. Renewables segment capital expenditures included $86 million incurred in connection with the Daggett 3 solar project, $7 million incurred in connection with the Waiawa solar project and $3 million incurred by other wind and solar projects. In addition, the Company incurred $13 million in maintenance capital expenditures. The Company estimates $35 million of maintenance expenditures for 2023. These estimates are subject to continuing review and adjustment. Actual capital expenditures may vary from these estimates.

Off-Balance Sheet Arrangements

Obligations under Certain Guarantee Contracts

The Company may enter into guarantee arrangements in the normal course of business to facilitate commercial transactions with third parties.

Retained or Contingent Interests

The Company does not have any material retained or contingent interests in assets transferred to an unconsolidated entity.

Obligations Arising Out of a Variable Interest in an Unconsolidated Entity

As of June 30, 2023, the Company has several investments with an ownership interest percentage of 50% or less in energy and an energy-related entity that is accounted for under the equity method. GenConn is a variable interest entity for which the Company is not the primary beneficiary. The Company's pro-rata share of non-recourse debt held by unconsolidated affiliates was approximately $317 million as of June 30, 2023. This indebtedness may restrict the ability of these subsidiaries to issue dividends or distributions to the Company.

Contractual Obligations and Commercial Commitments

The Company has a variety of contractual obligations and other commercial commitments that represent prospective cash requirements in addition to the Company's capital expenditure programs, as disclosed in the Company's 2022 Form 10-K.

Acquisitions and Investments

The Company intends to acquire generation assets developed and constructed by CEG, as well as generation assets from third parties where the Company believes its knowledge of the market and operating expertise provides a competitive advantage, and to utilize such acquisitions as a means to grow its business.

Rosie Central BESS — On June 30, 2023, the Company, through its indirect subsidiary, Rosie Class B LLC, the indirect owner of the Rosamond Central solar project, became the owner of the Class B membership interests of Rosie Central BESS in order to facilitate and fund the construction of a 147 MW BESS project that will be co-located at the Rosamond Central solar facility. Clearway Renew indirectly owns the Class A membership interests. The Company's investment consists of $10 million contributed into Rosie Central BESS, funded through contributions from the Company and its cash equity investor in Rosie TargetCo LLC, which consolidates Rosie Class B LLC. On July 3, 2023, Rosie Class B LLC contributed an additional $20 million into Rosie Central BESS. Additionally, on June 30, 2023, Rosamond Central entered into an asset purchase agreement with Rosie Central BESS to acquire the BESS project assets at mechanical completion for a purchase price of $360 million, of which $72 million is payable at mechanical completion with the remaining $288 million payable at substantial completion. The Company will fund $17 million of the purchase price at mechanical completion and $67 million of the purchase price at substantial completion. The BESS project is anticipated to reach mechanical completion in the second half of 2023 and to reach substantial completion in the first half of 2024.

On June 30, 2023, Rosie Class B LLC amended its financing agreement. On July 3, 2023, the Company received total loan proceeds of $138 million under the refinancing, which is net of $5 million in debt issuance costs. Also on July 3, 2023, Rosie Class B LLC issued a loan to a consolidated subsidiary of Clearway Renew in the aggregate principal amount of $117 million in order to finance the construction of the BESS project.

Waiawa Drop Down — In connection with the 2022 Drop Down of Waiawa, the Company assumed the project's financing agreement, which includes a construction loan that converted to a term loan on March 30, 2023 upon the project reaching substantial completion and a tax equity bridge loan that was repaid on March 30, 2023.

Daggett 3 Drop Down — On February 17, 2023, the Company, through its indirect subsidiary, Daggett Solar Investment LLC, acquired the Class A membership interests in Daggett TargetCo LLC, the indirect owner of the Daggett 3 solar project, from Clearway Renew for cash consideration of $21 million and then contributed its Class A membership interests into Daggett Renewable Holdco LLC, a partnership between the Company and a cash equity investor, which consolidates Daggett TargetCo LLC. Daggett TargetCo LLC consolidates, as the indirect owner of the primary beneficiary, a tax equity fund, Daggett TE Holdco LLC, which owns the Daggett 3 solar project. Daggett 3 has PPAs with investment-grade counterparties that have a 15-year weighted average contract duration that commence when the underlying operating assets reach commercial operations, which is expected to occur in the second half of 2023. The acquisition was funded with existing sources of liquidity. As part of the acquisition, the Company assumed the project's financing agreement, which included a construction loan that converts to a term loan upon the project reaching substantial completion, a tax equity bridge loan that will be repaid when the project reaches substantial completion and a sponsor equity bridge loan that was repaid at acquisition date. Subsequent to the acquisition, CEG funded an additional $43 million in project completion costs, which will be repaid with the proceeds received when the project reaches substantial completion, which is expected to occur in the second half of 2023.

Cash Distributions to Clearway, Inc. and CEG

The Company intends to distribute to its unit holders in the form of a quarterly distribution all of the CAFD it generates each quarter less reserves for the prudent conduct of the business, including among others, maintenance capital expenditures to maintain the operating capacity of the assets. Distributions on the Company's units are subject to available capital, market conditions and compliance with associated laws, regulations and other contractual obligations. The Company expects that, based on current circumstances, comparable cash distributions will continue to be paid in the foreseeable future.

The following table lists the distributions paid on the Company's Class A, B, C and D units during the six months ended June 30, 2023:

	Second Quarter 2023	First Quarter 2023
Distributions per Class A, B, C and D unit	$ 0.3818	$ 0.3745

On August 7, 2023, the Company declared a distribution on its Class A, Class B, Class C and Class D units of $0.3891 per unit payable on September 15, 2023 to unit holders of record as of September 1, 2023.

Cash Flow Discussion

The following tables reflect the changes in cash flows for the comparative periods:

	Six months ended June 30, 2023	Six months ended June 30, 2022	Change
	(In millions)		
Net cash provided by operating activities	$ 235	$ 280	$ (45)
Net cash (used in) provided by investing activities	(116)	1,331	(1,447)
Net cash used in financing activities	(197)	(977)	780

Net Cash Provided by Operating Activities

Changes to net cash provided by operating activities were driven by:	(In millions)
Decrease in operating income adjusted for non-cash items	$ (46)
Increase in working capital primarily driven by the timing of accounts receivable collections and payments of current liabilities	(11)
Decrease in distributions from unconsolidated affiliates	(6)
Transaction expenses paid on May 1, 2022 in connection with the sale of the Thermal Business	18
	$ (45)

Net Cash (Used in) Provided by Investing Activities

Changes to net cash (used in) provided by investing activities were driven by:	(In millions)
Proceeds from the sale of the Thermal Business in 2022	$ (1,457)
Increase in capital expenditures	(28)
Increase in investments in unconsolidated affiliates	(10)
Decrease in cash paid for Drop Down Assets	44
Increase in the return of investment from unconsolidated affiliates	4
	$ (1,447)

Net Cash Used in Financing Activities

Changes in net cash used in financing activities were driven by:	(In millions)
Increase in contributions from noncontrolling interest members and CEG, net of distributions	$ 282
Decrease in payments for the revolving credit facility, net of proceeds	245
Decrease in payments for long-term debt, net of proceeds	245
Cash released from escrow distributed to CEG in 2022	64
Tax related distributions in 2023	(45)
Increase in distributions paid to unit holders	(12)
Other	1
	$ 780

Fair Value of Derivative Instruments

The Company may enter into commodity purchase contracts and other energy-related financial instruments to mitigate variability in earnings due to fluctuations in spot market prices. In addition, in order to mitigate interest rate risk associated with the issuance of variable rate debt, the Company enters into interest rate swap agreements.

The tables below disclose the activities of non-exchange traded contracts accounted for at fair value in accordance with ASC 820. Specifically, these tables disaggregate realized and unrealized changes in fair value; disaggregate estimated fair values at June 30, 2023, based on their level within the fair value hierarchy defined in ASC 820; and indicate the maturities of contracts at June 30, 2023. For a full discussion of the Company's valuation methodology of its contracts, see *Derivative Fair Value Measurements* in Note 5, *Fair Value of Financial Instruments*.

Derivative Activity (Losses) Gains	**(In millions)**
Fair value of contracts as of December 31, 2022	$ (264)
Contracts realized or otherwise settled during the period	22
Contracts acquired during the period	27
Changes in fair value	29
Fair value of contracts as of June 30, 2023	$ (186)

	Fair value of contracts as of June 30, 2023				
	Maturity				
Fair Value Hierarchy (Losses) Gains	**1 Year or Less**	**Greater Than 1 Year to 3 Years**	**Greater Than 3 Years to 5 Years**	**Greater Than 5 Years**	**Total Fair Value**
	(In millions)				
Level 2	$ 34	$ 40	$ 24	$ 19	$ 117
Level 3	(44)	(85)	(75)	(99)	(303)
Total	$ (10)	$ (45)	$ (51)	$ (80)	$ (186)

The Company has elected to disclose derivative assets and liabilities on a trade-by-trade basis and does not offset amounts at the counterparty master agreement level.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of the financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements and related disclosures in compliance with GAAP requires the application of appropriate technical accounting rules and guidance, as well as the use of estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. The application of these policies necessarily involves judgments regarding future events, including the likelihood of success of particular projects, legal and regulatory challenges and the fair value of certain assets and liabilities. These judgments, in and of themselves, could materially affect the financial statements and disclosures based on varying assumptions, which may be appropriate to use. In addition, the financial and operating environment may also have a significant effect, not only on the operation of the business, but on the results reported through the application of accounting measures used in preparing the financial statements and related disclosures, even if the nature of the accounting policies has not changed.

On an ongoing basis, the Company evaluates these estimates, utilizing historic experience, consultation with experts and other methods the Company considers reasonable. Actual results may differ substantially from the Company's estimates. Any effects on the Company's business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the information that gives rise to the revision becomes known.

The Company identifies its most critical accounting policies as those that are the most pervasive and important to the portrayal of the Company's financial position and results of operations, and that require the most difficult, subjective and/or complex judgments by management regarding estimates about matters that are inherently uncertain. The Company's critical accounting policies include income taxes and valuation allowance for deferred tax assets, accounting utilizing Hypothetical Liquidation at Book Value, or HLBV, acquisition accounting and determining the fair value of financial instruments.

Recent Accounting Developments

See Note 2, *Summary of Significant Accounting Policies*, for a discussion of recent accounting developments.

ITEM 3 — Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to several market risks in its normal business activities. Market risk is the potential loss that may result from market changes associated with the Company's power generation or with an existing or forecasted financial or commodity transaction. The types of market risks the Company is exposed to are commodity price risk, interest rate risk, liquidity risk and credit risk. The following disclosures about market risk provide an update to, and should be read in conjunction with, Item 7A — *Quantitative and Qualitative Disclosures About Market Risk,* of the Company's 2022 Form 10-K.

Commodity Price Risk

Commodity price risks result from exposures to changes in spot prices, forward prices, volatilities and correlations between various commodities, such as electricity, natural gas and emissions credits. The Company manages the commodity price risk of certain of its merchant generation operations by entering into derivative or non-derivative instruments to hedge the variability in future cash flows from forecasted power sales. The portion of forecasted transactions hedged may vary based upon management's assessment of market, weather, operation and other factors.

Based on a sensitivity analysis using simplified assumptions, the impact of a $0.05 per MWh increase or decrease in power prices across the term of the derivatives contracts would cause a change of approximately $6 million to the net value of power derivatives as of June 30, 2023.

Interest Rate Risk

The Company is exposed to fluctuations in interest rates through its issuance of variable rate debt. Exposures to interest rate fluctuations may be mitigated by entering into derivative instruments known as interest rate swaps, caps, collars and put or call options. These contracts reduce exposure to interest rate volatility and result in primarily fixed rate debt obligations when taking into account the combination of the variable rate debt and the interest rate derivative instrument. See Note 6, *Derivative Instruments and Hedging Activities*, for more information.

Most of the Company's project subsidiaries enter into interest rate swaps intended to hedge the risks associated with interest rates on non-recourse project-level debt. See Item 15 — Note 10, *Long-term Debt,* to the Company's audited consolidated financial statements for the year ended December 31, 2022 included in the 2022 Form 10-K for more information about interest rate swaps of the Company's project subsidiaries.

If all of the interest rate swaps had been discontinued on June 30, 2023, the counterparties would have owed the Company $121 million. Based on the credit ratings of the counterparties, the Company believes its exposure to credit risk due to nonperformance by counterparties to its hedge contracts to be insignificant.

The Company has long-term debt instruments that subject it to the risk of loss associated with movements in market interest rates. As of June 30, 2023, a change of 1%, or 100 basis points, in interest rates would result in an approximately $2 million change in market interest expense on a rolling twelve-month basis.

As of June 30, 2023, the fair value of the Company's debt was $6.52 billion and the carrying value was $7.10 billion. The Company estimates that a decrease of 1%, or 100 basis points, in market interest rates would have increased the fair value of its long-term debt by approximately $338 million.

Liquidity Risk

Liquidity risk arises from the general funding needs of the Company's activities and in the management of the Company's assets and liabilities.

Counterparty Credit Risk

Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. The Company monitors and manages credit risk through credit policies that include: (i) an established credit approval process; and (ii) the use of credit mitigation measures such as prepayment arrangements or volumetric limits. Risks surrounding counterparty performance and credit could ultimately impact the amount and timing of expected cash flows. The Company seeks to mitigate counterparty risk by having a diversified portfolio of counterparties. See Note 5, *Fair Value of Financial Instruments*, to the consolidated financial statements for more information about concentration of credit risk.

ITEM 4 — Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, including its principal executive officer, principal financial officer and principal accounting officer, the Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures, as such term is defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act. Based on this evaluation, the Company's principal executive officer, principal financial officer and principal accounting officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended June 30, 2023 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS

For a discussion of the material legal proceedings in which the Company was involved through June 30, 2023, see Note 10, *Contingencies*, to this Form 10-Q.

ITEM 1A — RISK FACTORS

Information regarding risk factors appears in Part I, Item 1A, *Risk Factors,* in the Company's 2022 Form 10-K. There have been no material changes in the Company's risk factors since those reported in its 2022 Form 10-K.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 — DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 — MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5 — OTHER INFORMATION

During the three months ended June 30, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6 — EXHIBITS

Number	Description	Method of Filing
10.1†*	Membership Interest Purchase Agreement, dated as of May 19, 2023, by and between Renew Development HoldCo LLC and Cedar Creek Wind Holdco LLC.	Incorporated herein by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on May 24, 2023.
31.1	Rule 13a-14(a)/15d-14(a) certification of Christopher S. Sotos.	Filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) certification of Sarah Rubenstein.	Filed herewith.
32	Section 1350 Certification.	Furnished herewith.
101 INS	Inline XBRL Instance Document.	Filed herewith.
101 SCH	Inline XBRL Taxonomy Extension Schema.	Filed herewith.
101 CAL	Inline XBRL Taxonomy Extension Calculation Linkbase.	Filed herewith.
101 DEF	Inline XBRL Taxonomy Extension Definition Linkbase.	Filed herewith.
101 LAB	Inline XBRL Taxonomy Extension Label Linkbase.	Filed herewith.
101 PRE	Inline XBRL Taxonomy Extension Presentation Linkbase.	Filed herewith.
104	Cover Page Interactive Data File (the cover page interactive data file does not appear in Exhibit 104 because its Inline XBRL tags are embedded within the Inline XBRL document).	Filed herewith.

† Schedules and similar attachments to this Exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the U.S. Securities and Exchange Commission upon request.
* Certain portions of this Exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The omitted information is (i) not material and (ii) would likely cause competitive harm to the Company if publicly disclosed. The Company agrees to furnish supplementally an unredacted copy of this Exhibit to the SEC upon request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CLEARWAY ENERGY LLC
(Registrant)

/s/ CHRISTOPHER S. SOTOS

Christopher S. Sotos
President and Chief Executive Officer
(Principal Executive Officer)

/s/ SARAH RUBENSTEIN

Sarah Rubenstein
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Date: August 8, 2023

EXHIBIT 31.1

CERTIFICATION

I, Christopher S. Sotos, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Clearway Energy LLC;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CHRISTOPHER S. SOTOS

Christopher S. Sotos
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 8, 2023

EXHIBIT 31.2

CERTIFICATION

I, Sarah Rubenstein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Clearway Energy LLC;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ SARAH RUBENSTEIN

Sarah Rubenstein
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Date: August 8, 2023

EXHIBIT 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Clearway Energy LLC on Form 10-Q for the quarter ended June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

(1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Form 10-Q.

Date: August 8, 2023

/s/ CHRISTOPHER S. SOTOS
Christopher S. Sotos
President and Chief Executive Officer
(Principal Executive Officer)

/s/ SARAH RUBENSTEIN
Sarah Rubenstein
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this Form 10-Q or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Clearway Energy LLC and will be retained by Clearway Energy LLC and furnished to the Securities and Exchange Commission or its staff upon request.