

DOCKETED

Docket Number:	02-AFC-01C
Project Title:	Compliance - Blythe Energy Project
TN #:	202323
Document Title:	AltaGas Sonoran Energy Inc.'s Notice of Name Change, dated May 9, 2014
Description:	AltaGas Sonoran Energy Inc.'s Notice of Name Change, dated May 9, 2014
Filer:	Kimberly Hellwig
Organization:	Stoel Rives LLP
Submitter Role:	Applicant
Submission Date:	5/9/2014 11:46:05 AM
Docketed Date:	5/9/2014

**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

In the Matter of:

**Caithness Blythe II, LLC
Blythe Energy Project Phase II**

Docket No. 02-AFC-01C

**ALTAGAS SONORAN ENERGY INC.'S
NOTICE OF NAME CHANGE OR, IN
THE ALTERNATIVE, PETITION TO
CHANGE OWNERSHIP OF THE
BLYTHE ENERGY PROJECT, PHASE II**

**ALTAGAS SONORAN ENERGY INC.'S NOTICE OF NAME CHANGE OR,
IN THE ALTERNATIVE, PETITION TO CHANGE OWNERSHIP
OF THE BLYTHE ENERGY PROJECT, PHASE II**

May 9, 2014

Melissa A. Foster, Esq.
Kristen T. Castaños, Esq.
David T. Quinby, Esq.
Stoel Rives LLP
500 Capitol Mall, Suite 1600
Sacramento, CA 95814
Phone: (916) 447-0700
Facsimile: (916) 447-4781

Attorneys for ALTAGAS SONORAN ENERGY INC.

**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

In the Matter of:

**Caithness Blythe II, LLC
Blythe Energy Project Phase II**

Docket No. 02-AFC-01C

**ALTAGAS SONORAN ENERGY INC.’S
NOTICE OF NAME CHANGE OR, IN
THE ALTERNATIVE, PETITION TO
CHANGE OWNERSHIP OF THE
BLYTHE ENERGY PROJECT, PHASE II**

**ALTAGAS SONORAN ENERGY INC.’S NOTICE OF NAME CHANGE OR,
IN THE ALTERNATIVE, PETITION TO CHANGE OWNERSHIP
OF THE BLYTHE ENERGY PROJECT, PHASE II**

I. INTRODUCTION

This Notice of Name Change, or, in the alternative, Petition to Change Ownership of the Blythe Energy Project, Phase II (the “Project”), is submitted on behalf of AltaGas Sonoran Energy Inc. (“AltaGas”). This Notice proposes a change in the type of owning entity (from a limited liability company to a corporation) and name only. No changes to conditions of certification, the Project or its related facilities are proposed herein. Below, AltaGas explains the nuances of the transaction leading to the change in name of the owning entity. Moreover, such a change in the name of the owning entity does not affect the analyses set forth in the California Energy Commission’s (“CEC”) Final Decision or amendments thereto. While AltaGas believes this is simply a ministerial change, if the CEC determines otherwise, AltaGas provides the requisite information for a change in ownership as set forth in California Code of Regulations, Title 20, section 1769(b).

II. BACKGROUND

On April 29, 2014, AltaGas Power Holdings (U.S.) Inc., a Delaware corporation (“APHUS”), acquired 100 percent of the equity interests in the owner of the Project, Caithness Blythe II, LLC, a Delaware limited liability company. APHUS is indirectly owned by AltaGas Ltd., a Canadian corporation and a diverse energy infrastructure company with natural gas, electric power, and natural gas utility assets located in Canada and the United States. Following the closing of the acquisition, Caithness Blythe II, LLC was converted from a Delaware limited liability company to a Delaware corporation pursuant to Delaware law and the company’s name was changed to AltaGas Sonoran Energy Inc.¹

Under Delaware law, for all purposes, the converted entity (AltaGas Sonoran Energy Inc.) is deemed to be the same entity as the converting limited liability company (Caithness Blythe II, LLC) and the conversion constitutes a continuation of the existence of the limited liability company in the form of such other entity or business form. (*See* Del. Code Ann. tit. 6, ch. 18, §216(c).) Similarly, California statute provides that an entity that converts into another entity pursuant to the California corporate conversion statute is for all purposes the same entity that existed before the conversion. (*See* Cal. Corp. Code tit. 1, ch. 11.5, § 1158(a).) Thus, the Project’s direct owner is now AltaGas Sonoran Energy Inc.²

¹ Evidence of this transaction is attached hereto as Exhibit A and includes the relevant documents from the California Secretary of State and the Delaware Secretary of State. In addition, the Federal Tax Identification Number was not changed during this transaction.

² In compliance with Title 20, California Code of Regulations sections 1707 and 1769(b) and on behalf of AltaGas Sonoran Energy Inc., please see attached hereto as Exhibit B the Affidavit of Christopher J. Doyle in Support of Notice of Name Change, or, in the Alternative, Petition for Change in Ownership, wherein Mr. Doyle, an officer of the corporation, verifies that AltaGas Sonoran Energy Inc. is the party responsible for compliance with the conditions of certification set forth in the Project’s Final Decision issued by the Commission on December 14, 2005 and any amendments thereto. In short, and as required by Title 20, California Code of Regulations section 1769(b), AltaGas Sonoran Energy Inc. understands the conditions of certification and agrees to comply with those conditions.

Because both California and Delaware law deems a converted entity to be the same as the entity being converted, we believe that the conversion of Caithness Blythe II, LLC to AltaGas Sonoran Energy Inc. does not require a Petition to Change Ownership with the California Energy Commission pursuant to Title 20, California Code of Regulations, section 1769(b). However, because Title 20, California Code of Regulations, section 1769(b) does not expressly address the requirements in the event of a conversion of entity type and name change of a direct project owner, if the Commission deems such entity conversion and name change as a transaction that requires the project owner to file a Petition to Change Ownership pursuant to section 1769(b), we ask that the Commission treat this Notice of Name Change as a Petition to Change Ownership.

III. CONCLUSION

AltaGas Sonoran Energy Inc., the owner of the Project, respectfully requests that the Commission change the name of the owning entity as a ministerial change or, in the alternative, approve AltaGas' Petition to Change Ownership set forth herein.

Dated: May 9, 2014



By: _____

Melissa A. Foster
STOEL RIVES LLP
Attorneys for AltaGas Sonoran Energy Inc.

EXHIBIT A

DOCUMENTS FROM THE CALIFORNIA AND DELAWARE SECRETARIES OF STATE

State of California
Secretary of State

CERTIFICATE OF QUALIFICATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify that on the **7TH day of MAY 2014**, **ALTAGAS SONORAN ENERGY INC.**, a corporation organized and existing under the laws of **DELAWARE**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 7, 2014.



Debra Bowen

DEBRA BOWEN
Secretary of State

S&DC-S/N

Statement and Designation by Foreign Corporation

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A \$100 filing fee (for a foreign stock corporation) or \$30 filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. Note: If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

FILED
Secretary of State
State of California
MAY 07 2014

Handwritten initials/signature

1 PC

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name].") For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

1 AltaGas Sonoran Energy Inc.

Corporate History

2 State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or a California registered corporate agent that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

3 a. C T Corporation System

Agent's Name

b. CA
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

4 a. 1411 Third Street, Suite A Port Huron MI 48060
Street Address of Principal Executive Office - Do not list a P.O. Box City (no abbreviations) State Zip

b. CA
Street Address of Principal Office in California, if any - Do not list a P.O. Box City (no abbreviations) State Zip

c. P.O. Box 5004 Port Huron MI 48061-5004
Mailing Address of Principal Executive Office, if different from 4a or 4b City (no abbreviations) State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.

Handwritten signature of Sherry L. Abbott

Sherry L. Abbott

Assistant Secretary

Sign here

Print your name here

Your officer title

Make check/money order payable to: Secretary of State

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

LLC-4/7

**Certificate of Cancellation
of a Limited Liability Company (LLC)**

To cancel the Articles of Organization of a California LLC, or the Certificate of Registration of a registered foreign LLC, you can fill out this form, and submit for filing.

- There is no filing fee, however, a non-refundable \$15 service fee must be included, if you **drop off** the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to kepler.sos.ca.gov.

Important! California LLCs only: This form must be filed after or together with a Certificate of Dissolution (Form LLC-3). However, if the vote to dissolve was made by all of the members and that fact is noted in Item 4 below, Form LLC-3 is not required.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs. It is recommended for proof of submittal that if this form is mailed, it be sent by Certified Mail with Return Receipt Requested.

FILED
Secretary of State
State of California

MAY 07 2014

IPC

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

① **LLC's Exact Name in CA** (on file with CA Secretary of State)

CAITHNESS BLYTHE II, LLC

② **LLC File No.** (issued by CA Secretary of State)

200122010099

Tax Liability (The following statement should not be altered. For information about final tax returns, go to <https://www.ftb.ca.gov> or call the California Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).)

③ All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.

Dissolution (California LLCs ONLY: Check the box if the vote to dissolve was made by the vote of all the members.)

④ The dissolution was made by the vote of all of the members.

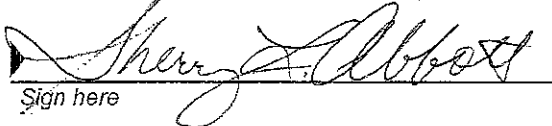
Additional Information (If any, list any other information the persons filing this form determine to include.)

⑤ _____

Cancellation (The following statement should not be altered.)

⑥ Upon the effective date of this Certificate of Cancellation, this LLC's Articles of Organization (CA LLCs) or Certificate of Registration (registered foreign LLCs) will be cancelled and its powers, rights and privileges will cease in California.

Read and sign below: This form must be signed by a person authorized by the LLC. If the signing person is a trust or another entity, go to www.sos.ca.gov/business/be/filing-tips.htm for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.


Sign here

Sherry L. Abbott

Print your name here

Assistant Secretary

Your business title

Make check/money order payable to: **Secretary of State**

To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5 certification fee, per copy.

By Mail

Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street., 3rd Floor
Sacramento, CA 95814

CERTIFICATE OF CONVERSION

Caithness Blythe II, LLC
To
AltaGas Sonoran Energy Inc.

May 5, 2014

Caithness Blythe II, LLC, a Delaware limited liability company, files this Certificate of Conversion (this "Certificate of Conversion") and hereby certifies the following:

1. The name of the converting entity is Caithness Blythe II, LLC (the "LLC").
2. The LLC was formed in Delaware on May 9, 2001 by the filing of a Certificate of Formation with the Secretary of State of Delaware.
3. The name of the Delaware corporation into which the LLC shall be converted is AltaGas Sonoran Energy Inc., as set forth in the Certificate of Incorporation of AltaGas Sonoran Energy Inc. filed in accordance with the Delaware General Corporation Law.
4. The sole member of the LLC has approved the conversion of the LLC to AltaGas Sonoran Energy Inc., a Delaware corporation (the "Conversion"), in accordance with the provisions of Section 18-216 of the Delaware Limited Liability Company Act, as amended.

IN WITNESS WHEREOF, the undersigned authorized officer of the LLC has executed this Certificate of Conversion on behalf of the LLC as of this 5 th day of May, 2014, while present at the location within the United States indicated below.

CAITHNESS BLYTHE II, LLC



Name: David M. Harris

Title: President

Location: Ferndale, WA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTAGAS SONORAN ENERGY INC." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALTAGAS SONORAN ENERGY INC." WAS FORMED ON THE NINTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3389861 8300

140574480




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1349302

DATE: 05-06-14

EXHIBIT B

AFFIDAVIT OF CHRISTOPHER J. DOYLE

(DATED MAY 6, 2014)

**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

In the Matter of:

**Caithness Blythe II, LLC
Blythe Energy Project Phase II**

Docket No. 02-AFC-01C

**AFFIDAVIT OF CHRISTOPHER J.
DOYLE IN SUPPORT OF NOTICE OF
NAME CHANGE, OR, IN THE
ALTERNATIVE, PETITION TO
CHANGE OWNERSHIP OF THE
BLYTHE ENERGY PROJECT, PHASE II¹**

I, Christopher J. Doyle, herein attest that:

1. I am the Vice President of AltaGas Sonoran Energy Inc., a wholly owned subsidiary of AltaGas Power Holdings (U.S.) Inc.
2. On April 29, 2014, AltaGas Power Holdings (U.S.) Inc. (“APHUS”) acquired 100 percent of the equity interests in the owner of the Blythe Energy Project, Phase II (the “Project”), Caithness Blythe II, LLC, a Delaware limited liability company. APHUS is indirectly owned by AltaGas Ltd., a Canadian corporation and a diverse energy infrastructure company with natural gas, electric power, and natural gas utility assets located in Canada and the United States.

¹ Because Title 20, California Code of Regulations section 1769(b) does not expressly address the requirements in the event of a conversion of entity type of a direct project owner, if the California Energy Commission deems such entity conversion to be a transaction that requires the project owner to file a Petition to Change Ownership pursuant thereto, the information set forth herein satisfies all regulatory requirements for such a Petition.

3. Following the acquisition, Caithness Blythe Energy II, LLC was converted into a Delaware corporation pursuant to Delaware law and the company's name was changed to AltaGas Sonoran Energy Inc. AltaGas Sonoran Energy Inc. is a wholly owned subsidiary of APHUS.
4. As set forth in the Notice of Name Change or, in the Alternative, Petition to Change Ownership of the Project ("Notice"), submitted herewith, AltaGas Sonoran Energy Inc. seeks no changes to conditions of certification, the Project, or to its related facilities. Rather, the Notice is meant solely to inform the Commission of the change in the type of owning entity (from a limited liability company to a corporation) and the new name of the corporation.
5. AltaGas Sonoran Energy Inc. agrees to comply with all conditions of certification as set forth in the Commission's Final Decision, dated December 14, 2005, and any subsequent approvals of amendments related thereto, as well as all laws, ordinances, regulations and standards applicable to the Blythe Energy Project, Phase II.

This affidavit is made under penalty of perjury under the laws of the State of California as to the truth and accuracy of the Notice submitted herewith and is executed at

Vancouver, BC, Canada on May 6, 2014.



Christopher J. Doyle, Vice President