| **DOCKETED** |
|-----------------|-----------------|
| **Docket Number:** | 84-AFC-06C |
| **Project Title:** | Compliance - Application for Certification of Sycamore Cogeneration Project |
| **TN #:** | 202272 |
| **Document Title:** | Sycamore Cogeneration - Change in Ownership |
| **Description:** | N/A |
| **Filer:** | Mary Dyas |
| **Organization:** | Sycamore Cogeneration Company |
| **Submitter Role:** | Commission Staff |
| **Submission Date:** | 4/30/2014 10:29:40 AM |
| **Docketed Date:** | 4/30/2014 |
VIA ELECTRONIC MAIL

March 21, 2014

SY-10444

Ms. Mary Dyas
Compliance Project Manager
Sycamore Cogeneration Company (84-AFC-6C)
California Energy Commission
Siting, Transmission & Environmental Protection (STEP) Division
1516 Ninth Street
Sacramento, CA 95814-5512

Re: Notification of Upstream Transfers of Ownership: Sycamore Cogeneration Company (84-AFC-6C)

Dear Ms. Dyas:

Sycamore Cogeneration Company, the holder of the Commission's certification for the Sycamore Cogeneration Project (the "Project"), is writing to notify you of certain upstream transfers of ownership. None of these upstream transfers of ownership affect the Commission's certificate holder, Sycamore Cogeneration Company.

On February 7, 2014, Edison Mission Energy ("EME") sent the Commission's Compliance Office Manager a letter Notification of Upstream Transfer of Ownership (the "EME Notification," attached hereto). Upon closing of the transaction described in the EME Notification, NRG Energy Holdings Inc. ("NRG") will acquire all of the equity ownership of Western Sierra Energy Company ("WSEC"), a California corporation which holds a 50% partnership interest in Sycamore Cogeneration Company. Chevron Power Holdings Inc. ("CPHI") has entered into an agreement with NRG pursuant to which WSEC will transfer its 50% partnership interest in Sycamore Cogeneration Company to CPHI (the "CPHI-NRG Transaction"). Upon closing of the CPHI-NRG Transaction, CPHI and Chevron Sycamore Cogeneration Company (which currently holds a 50% interest in Sycamore Cogeneration Company) will each hold 50% partnership interests in the certificate holder, Sycamore Cogeneration Company. (See the attached ownership chart.)
These upstream ownership transfers will not affect Sycamore Cogeneration Company's ownership of the Project, and thus a change of ownership petition pursuant to Section 1769 of the Commission's Regulations (Title 20 of the California Code of Regulations) is not required.

While no formal change of ownership is required, we nevertheless believe it is good practice to reassure the Commission that Sycamore Cogeneration Company understands its continuing obligations as the holder of the Commission's certification. Accordingly, consistent with such good practice and with the substantive requirements of Section 1769(b) of the Commission's Regulations, we affirm that there will be no operational changes to the Project. Sycamore Cogeneration Company remains responsible for compliance with the Commission's conditions of certification for the Project. As the owner and operator of the Project, Sycamore Cogeneration Company understands the conditions of certification and agrees to continue to comply with them.

As an officer of Sycamore Cogeneration Company, I hereby attest under penalty of perjury under the laws of the State of California that the contents of this letter are truthful and accurate to the best of my knowledge and belief.

Sincerely,

[Signature]

Kelly S. Lucas
Executive Director
Sycamore Cogeneration Company

Attachment
VIA ELECTRONIC MAIL

February 7, 2014

Chris Marxen
Compliance Office Manager
California Energy Commission
Siting, Transmission, and Environmental Protection Division
Compliance Office
1516 Ninth Street, MS-15
Sacramento, CA 95814-5512

Re: Notification of Upstream Transfer of Ownership

Mr. Marxen:

Edison Mission Energy ("EME") hereby notifies the California Energy Commission ("Commission") that it has entered into an agreement with NRG Energy, Inc. ("NRG") and NRG Energy Holdings Inc. ("NRG Holdings") pursuant to which NRG Holdings will acquire substantially all of EME's assets, including its direct and indirect interests in various Commission-licensed facilities, subject to the satisfaction of certain conditions.1 Among the assets to be transferred to NRG are the ownership interests listed on Exhibit A to this letter. Upon closing, NRG Holdings will acquire all of EME's indirect interests in these facilities. The transaction is anticipated to close on March 6, 2014. The project owner entities responsible for compliance with licenses issued by the Commission will not change as a result of this transaction.

Please do not hesitate to contact me at (312) 583-6117 or dmcdevitt@edisonmission.com if you have any questions.

Respectfully submitted,

Daniel D. McDevitt
Senior Vice President and General Counsel
Edison Mission Energy

cc  Kevin Bell, Kevin.W.Bell@energy.ca.gov
    Mary Dyas (09-AFC-1C, 82-AFC-2C, 84-AFC-6C), Mary.Dyas@energy.ca.gov
    Camille Remy Obad (05-AFC-02C), camille.remy-obad@energy.ca.gov
    Christina Snow (85-AFC-3C), Christina.Snow@energy.ca.gov
    Eric Veerkamp (98-AFC-4C), Eric.Veerkamp@energy.ca.gov

1 Following the close of the transaction, NRG may transfer all or a portion of the assets it is purchasing through the transaction to its publicly-traded affiliate, NRG Yield, Inc. ("NRG Yield"). NRG Yield was formed to own a diversified portfolio of contracted renewable and conventional generation and thermal infrastructure assets in the United States. NRG owns 65.5 percent of the voting interests in NRG Yield. The outstanding shares of NRG Yield not held by NRG are publicly traded.
## Attachment A

**EME's Interests in CEC Licensed Facilities**

<table>
<thead>
<tr>
<th>Facility</th>
<th>Owner</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kern River Cogeneration</td>
<td>Kern River Cogeneration Company(^1)</td>
<td>Oildale, California</td>
</tr>
<tr>
<td>Midway-Sunset Cogeneration</td>
<td>Midway-Sunset Cogeneration Company(^2)</td>
<td>Fellows, California</td>
</tr>
<tr>
<td>Sunrise Power</td>
<td>Sunrise Power Company(^3)</td>
<td>Fellows, California</td>
</tr>
<tr>
<td>Sycamore Cogeneration</td>
<td>Sycamore Cogeneration Company(^4)</td>
<td>Oildale, California</td>
</tr>
<tr>
<td>Watson Cogeneration</td>
<td>Watson Cogeneration Company(^5)</td>
<td>Carson, California</td>
</tr>
<tr>
<td>Walnut Creek Energy Park</td>
<td>Walnut Creek Energy, LLC(^6)</td>
<td>City of Industry, California</td>
</tr>
</tbody>
</table>

\(^1\) The voting interests in Kern River are indirectly owned by (1) EME (50 percent); and (2) Chevron Corporation (50 percent).

\(^2\) The voting interests in Midway-Sunset are indirectly owned by: (1) EME (50 percent); and (2) Shell Oil Corporation and ExxonMobil Corporation (together, 50 percent).

\(^3\) The voting interests in Sunrise Power are indirectly owned by: (1) EME (50 percent); and (2) Chevron Corporation (50 percent).

\(^4\) The voting interests in Sycamore are indirectly owned by: (1) EME (50 percent); and (2) Chevron Corporation (50 percent).

\(^5\) The voting interests in Watson are indirectly owned by: (1) EME (49 percent); and (2) Tesoro Corporation (51 percent).

\(^6\) The voting interests in Walnut Creek are indirectly owned by EME (100 percent).
Exhibit

TODAY

Upon Completion of EME - NRG Transaction