

## DOCKETED

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



Sycamore Cogeneration Company

Box 80598, Bakersfield, CA 93380

• (661) 615-4630

Kelly S. Lucas, Executive Director

**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.)

Mary Dyas  
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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,

A handwritten signature in cursive script that reads "Kelly Lucas".

Kelly S. Lucas  
Executive Director  
Sycamore Cogeneration Company

Attachment



**VIA ELECTONIC 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.<sup>1</sup> 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](mailto:dmcdevitt@edisonmission.com) if you have any questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'D. McDevitt', written over the typed name.

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

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

<sup>1</sup> 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

<b>Facility</b>	<b>Owner</b>	<b>Location</b>
Kern River Cogeneration	Kern River Cogeneration Company <sup>1</sup>	Oildale, California
Midway-Sunset Cogeneration	Midway-Sunset Cogeneration Company <sup>2</sup>	Fellows, California
Sunrise Power	Sunrise Power Company <sup>3</sup>	Fellows, California
Sycamore Cogeneration	Sycamore Cogeneration Company <sup>4</sup>	Oildale, California
Watson Cogeneration	Watson Cogeneration Company <sup>5</sup>	Carson, California
Walnut Creek Energy Park	Walnut Creek Energy, LLC <sup>6</sup>	City of Industry, California

<sup>1</sup> The voting interests in Kern River are indirectly owned by: (1) EME (50 percent); and (2) Chevron Corporation (50 percent).

<sup>2</sup> 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).

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

<sup>4</sup> The voting interests in Sycamore are indirectly owned by: (1) EME (50 percent); and (2) Chevron Corporation (50 percent).

<sup>5</sup> The voting interests in Watson are indirectly owned by: (1) EME (49 percent); and (2) Tesoro Corporation (51 percent)

<sup>6</sup> The voting interests in Walnut Creek are indirectly owned by EME (100 percent).

Exhibit

