

DOCKETED

Docket Number:	11-AFC-01C
Project Title:	Pio Pico Energy Center - Compliance
TN #:	215749
Document Title:	Notice of Change of Upstream Ownership
Description:	Letter from Pio Pico Energy Center, LLC to Dale Rundquist, Compliance Project Manager, regarding change of upstream ownership of Pio Pico Energy Center, LLC
Filer:	Scott Johnson
Organization:	Akin Gump Strauss Hauer & Feld LLP
Submitter Role:	Applicant Representative
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Pio Pico Energy Center
7363 Calzada De La Fuente
San Diego, California 92154

February 3, 2017

VIA E-FILING

Dale Rundquist

Compliance Project Manager
Siting, Transmission and Environmental Protection Division
California Energy Commission
1516 Ninth Street, MS-2000
Sacramento, CA 95814
Dale.Rundquist@energy.ca.gov

Re: Pio Pico Energy Center, Docket No. 11-AFC-1C
Notice of Change of Upstream Ownership

Dear Mr. Rundquist:

This letter provides notice to the California Energy Commission's Siting, Transmission and Environmental Protection Division of a change in the upstream ownership of Pio Pico Energy Center, LLC (the "Project Company"), which owns the Pio Pico Energy Center (the "Project"), licensed in Commission Docket No. 11-AFC-01.

On February 2, 2017 (the "Closing Date"), USPF III Pio Pico Holdings, LLC (the "Seller") and IIF Pio Pico Investment LLC (the "Buyer") consummated a transaction (the "Transaction") whereby Seller sold all of its membership interests in EIF Pio Pico Holdings, LLC (the "Company"), an upstream owner of the Project Company, to the Buyer. Prior to the Transaction, Seller owned all of the membership interests in the Company, which owned and continues to own all of the membership interests in EIF Pio Pico, LLC (the "Holding Company"), which owned and continues to own all of the membership interests in the Project Company.

To be clear, the Transaction did not affect the direct ownership or operational control of the Project. The Project Company will continue to be the direct owner of the Project and will remain responsible for complying with all conditions set forth in the Project's Conditions of Certification, as amended. The current Operations and Maintenance contractor for the Project,

NAES Corporation, has not changed in connection with the Transaction. For these reasons, the Transaction does not constitute a “change in ownership or operational control” as that phrase is used in Title 20, Section 1769(b) of the California Code of Regulations.

Please contact the undersigned if you have any questions regarding this letter or the Transaction.

[Signature Page Follows]

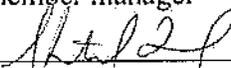
Respectfully submitted,

PIO PICO ENERGY CENTER, LLC,
a Delaware limited liability company

By: Pío Pico, LLC,
its member manager

By: Pío Pico Holdings, LLC,
its member manager

By: HF Pío Pico Investment LLC,
its member manager

By: 
Name: Katnien Lawler
Title: Authorized Signatory

Cc: Christine Root (via email to Christine.Root@energy.ca.gov)
Kerry Willis (via email to Kerry.Willis@energy.ca.gov)
Kirk Oliver (via email to Kirk.Oliver@energy.ca.gov)