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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:       Pio Pico, LLC,
          its member manager
By:       Pio Pico Holdings, LLC,
          its member manager
By:       IIF Pio Pico Investment LLC,
          its member manager
          _______________________________
          Name: Kameen Laufer
          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)