

DOCKETED

Docket Number:	06-AFC-10C
Project Title:	Starwood Power Project
TN #:	227462
Document Title:	Courtesy Notice of Acquisition Midway Peaking Starwood
Description:	Courtesy notice of upstream change in ownership of Midway Peaking, LLC
Filer:	Evan Korngold
Organization:	King & Spalding
Submitter Role:	Applicant Consultant
Submission Date:	4/2/2019 7:58:51 AM
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Midway Peaking, LLC

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Charlotte, NC 28277
(704) 525-3800

Drew Bohan
Executive Director
California Energy Commission
1516 9th Street
Sacramento, CA 95814

**Re: Courtesy Notice of Change of Upstream Ownership for the Midway Peaking Plant
Dockets 06-AFC-10, 06-AFC-10C**

Dear Mr. Bohan:

On December 18, 2018, MRP CalPeak Holdings, LLC, a Delaware limited liability company (“MRP CalPeak Holdings”), entered into a purchase and sale agreement with Cogentrix Power Holdings III, LLC and Cogentrix Malaga Power Holdings, LLC to, among other things, purchase 100% of the equity interests in the upstream owner of Midway Peaking, LLC (the “Proposed Transaction”). Midway Peaking, LLC is the direct owner of the Midway Peaking Plant, a one hundred and twenty (120) megawatt, simple-cycle natural gas-fired peaking plant located in the County of Fresno, California (the “Facility”).

MRP CalPeak Holdings is a direct, wholly-owned subsidiary of MRP CalPeak Holdings II, LLC, a Delaware limited liability company (“MRP CalPeak Holdings II”). MRP CalPeak Holdings II is a direct, wholly-owned subsidiary of MRP CalPeak Holdings III, LLC, a Delaware limited liability company, which in turn is a direct, wholly-owned subsidiary of Middle River Power IV, LLC, a Delaware limited liability company (“MRP IV”). MRP IV is ultimately controlled by two individual persons: Marc Lasry and Sonia Gardner (collectively, the “Avenue Managers”)¹.

The upstream acquisition described in this notice makes no change to the direct owner of the Facility. Notwithstanding the lack of an express mandate to provide the Energy Resources Conservation and Development Commission (the “California Energy Commission”) with notice of an indirect change of ownership, Midway Peaking, LLC respectfully provides this notice as a courtesy.

In connection with the Proposed Transaction and effective at the closing thereof, Midway Peaking, LLC will enter into a new O&M agreement with NAES Corporation. Pursuant to California Code of Regulations, Title 20, Section 1769(b), Midway Peaking, LLC filed a petition

¹ There may be various passive, limited partner investors in the ownership structure above MRP CalPeak Holdings, LLC. None of these passive investors will have any rights to make decisions with respect to running the business portfolios of MRP IV, or to participate in the day-to-day operations of Midway Peaking, LLC. Upon the consummation of the proposed transaction, MRP IV will manage Midway Peaking, LLC. MRP IV is ultimately controlled by the Avenue Managers. Any ownership rights that the passive investors will have will confer only very limited veto/consent rights necessary to protect their economic investments.



Midway Peaking, LLC

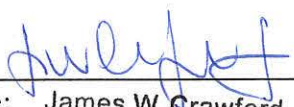
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to change operational control of the Facility on February 8, 2019 and the California Energy Commission provided approval for such petition on March 13, 2019.

Please let us know if you have any questions or require clarification in regard to this notice.

Best Regards,

MIDWAY PEAKING, LLC

By: 
Name: James W. Crawford, Jr.
Title: Vice President