

## DOCKETED

<b>Docket Number:</b>	85-AFC-03C
<b>Project Title:</b>	Compliance - Application for Certification for Midway-Sunset Cogeneration Project
<b>TN #:</b>	202274
<b>Document Title:</b>	Midway Sunset - Change of Ownership
<b>Description:</b>	Midway Sunset - Change of Ownership Letter.
<b>Filer:</b>	Mary Dyas
<b>Organization:</b>	Midway Sunset Cogeneration Company
<b>Submitter Role:</b>	Commission Staff
<b>Submission Date:</b>	4/30/2014 10:25:19 AM
<b>Docketed Date:</b>	4/30/2014



April 23, 2014

CC: 1837

Ms. Mary Dyas  
Compliance Project Manager  
California Energy Commission  
Energy Facilities Siting Division  
1516 Ninth Street  
Sacramento, CA 95814-5512

Subject: CEC Docket 85-AFC-3C; Change of Ownership.

Dear Ms. Dyas

The California Energy Commission (CEC) received a letter from Edison Mission Energy (EME) via electronic mail, dated February 7, 2014, notifying the CEC that NRG Energy, Inc. will acquire substantially all of EME's assets, including EME's 50% ownership in MSCC (see attached). The letter stated that the transaction was anticipated to close March 6, 2014. This is to notify you that the actual closing occurred on April 1, 2014.

The following information is in response to your email dated March 10, 2014:

- The change in parent company does not affect the direct project ownership of MSCC.
- The change in parent company does not affect the operational control of MSCC.
- Dave Faiella, Executive Director, remains the party responsible for compliance with CEC conditions of certification.

Please docket this letter into the project record.

If you have any questions or comments, please call me at (661) 768-3020 or Ray Smith at (661) 768-3016.

Sincerely,

A handwritten signature in black ink, appearing to read "D. Faiella", written over a white background.

Dave Faiella  
Executive Director

CC: File CC-1837  
G. Jans  
S. Henriksen

**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

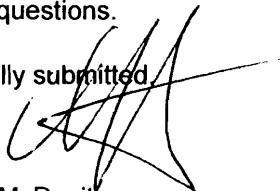
***Re: Notification of Upstream Transfer of Ownership***

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.<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,



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

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<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).