

DOCKETED

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**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

In the Matter of:

**HENRIETTA PEAKER POWER
PLANT**

Docket No. 01-AFC-18C

**ALTAGAS SAN JOAQUIN ENERGY INC.'S
NOTICE OF NAME CHANGE AND
PETITION TO CHANGE OPERATIONAL
CONTROL OF THE HENRIETTA PEAKER
POWER PLANT**

**ALTAGAS SAN JOAQUIN ENERGY INC.'S
NOTICE OF NAME CHANGE AND PETITION TO
CHANGE OPERATIONAL CONTROL OF THE
HENRIETTA PEAKER POWER PLANT**

December 4, 2015

Melissa A. Foster, Esq.
Kristen T. Castaños, Esq.
David T. Quinby, Esq.
Stoel Rives LLP
500 Capitol Mall, Suite 1600
Sacramento, CA 95814
Phone: (916) 447-0700
Facsimile: (916) 447-4781

Attorneys for AltaGas San Joaquin Energy Inc.

**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

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I. INTRODUCTION

Pursuant to California Code of Regulations, Title 20, section 1769(b), AltaGas San Joaquin Energy Inc. (“AltaGas San Joaquin”) submits this notice of name change and petition to change operational control of the Henrietta Peaker Power Plant (the “Henrietta Facility” or “Project”),¹ a simple-cycle natural gas-fired power plant located in Kings County approximately 20 miles southwest of Hanford, California. The proposed change in owner name and operational control proposes no changes to any conditions of certification, nor will the requested changes affect the analyses set forth in the California Energy Commission’s Final Decision and subsequent decisions on amendments thereto.

¹ In addition to the requested changes set forth herein, AltaGas San Joaquin requests that the Commission change the name of the Project to the Henrietta Peaker Plant.

II. BACKGROUND

On November 30, 2015, AltaGas Power Holdings (U.S.) Inc., a Delaware corporation (“APHUS”), acquired 100 percent of the equity interests in the upstream owners of GWF Energy LLC, a Delaware limited liability company, the owner of the Henrietta Facility (the “Acquisition”). Following the closing of the Acquisition, APHUS changed the name of one of the direct upstream owners, GWF Main Blocker LLC, to AltaGas San Joaquin Energy Inc. when GWF Main Blocker LLC was converted from a Delaware limited liability company to a Delaware corporation (the “Conversion”). Immediately following the Conversion, APHUS completed a corporate reorganization and GWF Energy LLC merged with and into its upstream parent company, AltaGas San Joaquin Energy Inc. (the “Merger”). GWF Energy LLC did not change direct ownership as a matter of law. The entity’s name has been changed and the entity type has been converted from a limited liability company to a corporation as a result of the Merger.

III. NOTICE OF NAME CHANGE, OR, IN THE ALTERNATIVE, PETITION FOR CHANGE IN OWNERSHIP

Under Delaware law, for all purposes, the converted entity, AltaGas San Joaquin Energy Inc., is deemed to be the same entity as the converting limited liability company, GWF Main Blocker LLC, because the Conversion constitutes a continuation of the existence of the limited liability company in the form of such other entity or business form. (See Del. Code Ann. §265(f).) Similarly, California statute provides that an entity that converts into another entity pursuant to the California corporate conversion statute is for all purposes the same entity that

existed before the conversion. (See Cal. Corp. Code §§ 1158(a) and 17710.09.)²

Delaware law further provides that in a merger of two corporations, the rights, privileges, powers and property of each of said corporations, and all debts due to any of said constituent corporations, is vested in the corporation surviving or resulting from such merger. (See Del. Code Ann. §259(a).) Thus, as a matter of law, the permits and contracts of GWF Energy LLC are now vested in AltaGas San Joaquin Energy Inc. Pursuant to California statutes, the surviving corporation succeeds, without other transfer, to all rights and property of the disappearing corporation. (See Cal. Corp. Code § 1107(a).)

Further, a surviving corporation may succeed without payment of any local agency transfer fee to all licenses, permits, registrations, and other privileges granted by any local agency provided the merger does not result in a change of ownership such as a merger between a corporation and its wholly owned subsidiary. (See Cal. Corp. Code § 1107(b).) The surviving corporation is subject to the same duties and obligations in connection with the license, permit, registration, or other privileges acquired from the disappearing corporation. At the time of the Merger, GWF Energy LLC was a wholly-owned subsidiary of AltaGas San Joaquin Energy Inc. and the Merger therefore falls under Section 1107(b) of the California Corporations Code.

While the above-described Merger, for all intents and purposes, requires a notice of name change, should the Commission determine that a Petition to Change Ownership pursuant to Title

² See attached **Exhibit A**, copies of relevant documents from the California and Delaware Secretaries of State.

20, California Code of Regulations, section 1769(b),³ is required, AltaGas San Joaquin requests that this filing be considered a Petition to Change Ownership.⁴

IV. NEW CONTACT INFORMATION

AltaGas San Joaquin Energy Inc. requests the Commission make changes to contact information for the Project. Please provide copies of all correspondence sent to the Project to the below referenced addresses. In addition, any email correspondence should be sent to Chris.Doyle@altagas.ca.

AltaGas San Joaquin Energy Inc.
c/o AltaGas Power Holdings (U.S.) Inc.
1717 McKinney Avenue
Dallas, Texas 75202
Attn: President
Telephone: (469) 904-5200
Facsimile: (469) 904-5201

AltaGas Ltd.
1700, 355 – 4th Avenue SW
Calgary, AB Canada T2P 0J1
Attn: Vice President and General Counsel
Facsimile: (403) 691-7508

V. PETITION FOR CHANGE IN OPERATIONAL CONTROL

In connection with the Acquisition, APHUS created a subsidiary, AltaGas Tracy Operations Inc. (“Tracy Operations”). On or about January 1, 2016, AltaGas San Joaquin Energy Inc. will enter into a new operations and maintenance (“O&M”) agreement with Tracy Operations. To that end, and pursuant to California Code of Regulations, Title 20, section

³ We note that Title 20, California Code of Regulations, section 1769(b) does not expressly address the requirements in the event of a conversion of entity type and name change of a direct project owner, nor any event that would constitute a merger, such as that described herein.

⁴ Please see **Exhibit B**, Affidavit in Support of Notice of Name Change, wherein AltaGas San Joaquin agrees to comply with all conditions of certification as set forth in the Commission’s Final Decision and subsequent approvals of amendments related thereto as well as all laws, ordinances, regulations and standards applicable to the project.

1769(b), AltaGas San Joaquin Energy Inc. submits this petition to change operational control of the Project. This requested change in operational control proposes no changes to any conditions of certification. A discussion of the changes in operational control stemming from the Acquisition is set forth below.

Prior to the Acquisition, Star West Generation Management Company (“Star West”) contracted to provide a number of O&M services to the Henrietta Facility under a prior O&M agreement with GWF Energy LLC. Under such O&M agreement, Star West provided services for the Project together with all auxiliary equipment, ancillary and associated facilities and equipment, interconnection and metering facilities, including, among others, coordinating operations and maintenance activities, major maintenance of the facilities, procuring, supplying and replacing parts and other equipment, and scheduling all outages and maintenance shutdowns. The existing O&M agreement has been in place since December 13, 2012. However, upon closing of the Acquisition, on November 30, 2015, GWF Energy and Star West mutually terminated the O&M agreement. AltaGas San Joaquin Energy Inc. has maintained operational control of the Henrietta Facility since the closing of the Acquisition and will continue to maintain operational control until January 1, 2016 when AltaGas San Joaquin Energy Inc. will enter into a new O&M agreement with its affiliate AltaGas Tracy Operations Inc.⁵

The new O&M agreement between AltaGas San Joaquin Energy Inc. and Tracy Operations will require Tracy Operations to provide substantially the same services as those provided by Star West including, but not limited to, services of all auxiliary equipment, ancillary

⁵ In the event that this Notice is not acted upon by the Commission in the interim period between November 30, 2015 and January 1, 2016, AltaGas San Joaquin Energy Inc. agrees to comply with all conditions of certification set forth in the Commission’s Final Decision and any subsequent approvals of amendments related thereto, as well as all laws, ordinances, regulations, or standards applicable to the Project. Please see the attached Affidavit of Christopher J. Doyle in Support of Change in Operational Control of the Henrietta Peaker Plant. (*See* Exhibit B.)

and associated facilities and equipment, electrical transformers, pipeline, interconnection and metering facilities, oversight, management, operational activities and functions on a day-to-day basis, the planning and oversight of certain scheduled annual maintenance activities, compliance reporting, and execution of certain routine preventative and corrective maintenance. The effective date of the O&M agreement by and between AltaGas San Joaquin Energy Inc. and Tracy Operations is expected to be not later than January 1, 2016. As is required by section 1769(b), attached hereto as Exhibit B is the Affidavit of Christopher J. Doyle in Support of Change in Operational Control attesting that, as the operator of the Project under the new O&M agreement described above, Tracy Operations understands the conditions of certification applicable to the Project and agrees to comply with those conditions of certification as of the effective date of the new O&M agreement.

VI. CONCLUSION

AltaGas San Joaquin Energy Inc., the owner of the Henrietta Facility, respectfully requests that the Commission approve the requested changes as discussed herein on or before the January 13, 2016 Business Meeting as the effective date of the new O&M agreement by and between AltaGas San Joaquin Energy Inc. and Tracy Operations is expected to be January 1, 2016.

Dated: December 4, 2015

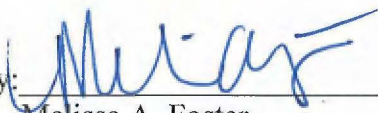
By: 
Melissa A. Foster
STOEL RIVES LLP
Attorneys for AltaGas San Joaquin Energy Inc.

EXHIBIT A
SECRETARY OF STATE DOCUMENTS (CALIFORNIA & DELAWARE)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "GWF MAIN BLOCKER LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "GWF MAIN BLOCKER LLC" TO "ALTAGAS SAN JOAQUIN ENERGY INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2015, AT 4:10 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2015 AT 5 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

5227405 8100V
SR# 20151114116

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10509253
Date: 11-30-15

CERTIFICATE OF CONVERSION

**GWF Main Blocker LLC
To
AltaGas San Joaquin Energy Inc.**

***TO BECOME EFFECTIVE AT 5:00 p.m. (Eastern Time) on November 30, 2015 (the
"Effective Date").***

GWF Main Blocker LLC, a Delaware limited liability company, files this Certificate of Conversion (this "Certificate of Conversion") and hereby certifies the following:

1. The name of the converting entity is GWF Main Blocker LLC (the "LLC").
2. The LLC was formed in Delaware on October 15, 2012, by the filing of a Certificate of Formation with the Secretary of State of Delaware.
3. The name of the Delaware corporation into which the LLC shall be converted is AltaGas San Joaquin Energy Inc., as set forth in the Certificate of Incorporation of AltaGas San Joaquin Energy Inc. filed in accordance with the Delaware General Corporation Law.
4. The sole member of the LLC has approved the conversion of the LLC to AltaGas San Joaquin Energy Inc., a Delaware corporation (the "Conversion"), in accordance with the provisions of Section 18-216 of the Delaware Limited Liability Company Act, as amended.
5. The Conversion shall become effective at the Effective Date.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned authorized officer of the LLC has executed this Certificate of Conversion on behalf of the LLC as of the Effective Date, while present at the location within United States specified below.

GWF MAIN BLOCKER LLC

By its sole member, AltaGas Power Holdings (U.S.) Inc.,

By: 

Name: John D. O'Brien

Title: President

Location: Rancho Mirage, CA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GWF ENERGY LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ALTAGAS SAN JOAQUIN ENERGY INC." UNDER THE NAME OF "ALTAGAS SAN JOAQUIN ENERGY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2015, AT 4:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2015 AT 5:06 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5227405 8100M
SR# 20151114210

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10510787
Date: 11-30-15

CERTIFICATE OF MERGER
merging
GWF ENERGY LLC
with and into
ALTAGAS SAN JOAQUIN ENERGY INC.

the surviving entity of such merger to be:

ALTAGAS SAN JOAQUIN ENERGY INC.

TO BECOME EFFECTIVE AT 5:06 p.m. (Eastern Time) on November 30, 2015
(the "Effective Date").

In accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "Act") and Section 264 of the Delaware General Corporation Law (the "DGCL"), AltaGas San Joaquin Energy Inc., a Delaware corporation ("AltaGas"), hereby executes this Certificate of Merger and, in connection therewith, certifies as follows:

1. The name and jurisdiction of formation or incorporation of each entity which is to merge is as follows:
 - (a) GWF Energy LLC, a Delaware limited liability company ("GWF Energy"); and
 - (b) AltaGas San Joaquin Energy Inc., a Delaware corporation.
2. An Agreement and Plan of Merger, dated as of November 30, 2015 (the "Plan of Merger"), by and between AltaGas and GWF Energy (collectively, the "Entities"), providing for the merger of GWF Energy with and into AltaGas, has been approved, adopted, certified, executed and acknowledged by each of the Entities in accordance with Section 18-209(b) of the Act and Section 264(c) of the DGCL. The Plan of Merger is on file at the offices of AltaGas, which are located at 1411 Third Street, Suite A, Port Huron, MI 48060. A copy of the Plan of Merger will be furnished by AltaGas, on request and without cost, to any of the members of GWF Energy or any of the stockholders of AltaGas.
3. The name of the surviving entity shall be AltaGas San Joaquin Energy Inc., a Delaware corporation.
4. This Certificate of Merger shall become effective as of the Effective Date.

5. The Certificate of Incorporation of AltaGas, existing and constituted immediately prior to the filing of this Certificate of Merger, shall continue to be the Certificate of Incorporation of AltaGas after the effectiveness of this Certificate of Merger, until further amended or repealed in accordance with the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, AltaGas has caused this Certificate of Merger to be executed by its officer thereunto duly authorized as of the Effective Date and while present at the location in the United States specified below.

ALTAGAS SAN JOAQUIN ENERGY INC.,
a Delaware corporation

By: John D. O'Brien
Name: John D. O'Brien
Title: President
Location: Rancho Mirage, CA

[Signature Page to Certificate of Merger – GWF Energy LLC
with and into AltaGas San Joaquin Energy Inc.]

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALTAGAS SAN JOAQUIN ENERGY INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2015, AT 4:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2015 AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

5227405 8100V
SR# 20151114116

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10509253
Date: 11-30-15

CERTIFICATE OF INCORPORATION OF

ALTAGAS SAN JOAQUIN ENERGY INC.

*TO BECOME EFFECTIVE AT 5:00 p.m. (Eastern Time) on November 30, 2015 (the
"Effective Date")*

To form a corporation pursuant to the General Corporation Law of the State of Delaware,
the undersigned certifies as follows:

ARTICLE I

The name of the corporation (the "Corporation") is AltaGas San Joaquin Energy Inc.

ARTICLE II

The registered office of the Corporation in the State of Delaware is to be located at
Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware
19801. The registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which
corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock that the Corporation is authorized to issue is 1,000
shares, par value \$0.001 per share, all of which shares are designated as common stock.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Jennifer L. Johnson
33 South Sixth Street, Suite 4200
Minneapolis, Minnesota 55402

ARTICLE VI

This Certificate shall be effective at the date and time defined herein as the Effective
Date.

ARTICLE VII

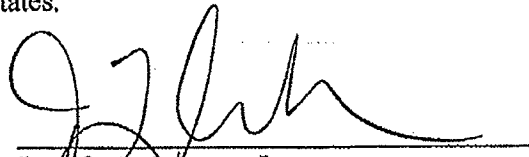
Each person who is or was or had agreed to become a director or officer of the
Corporation (including the heirs, executors, administrators or estate of such person), shall be

indemnified by the corporation to the fullest extent permitted from time to time by applicable law, which indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under the By-laws of the Corporation or any agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this Article VII shall not adversely affect any right to indemnification of any persons existing at the time of such repeal or modification with respect to any matter occurring prior to such repeal or modification.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation while present in Minneapolis, Minnesota, United States.

Date: November 30, 2015


Jennifer L. Johnson, Incorporator

LLC-4/7

Certificate of Cancellation of a Limited Liability Company (LLC)

To cancel the Articles of Organization of a California LLC, or the Certificate of Registration of a registered foreign LLC, you can fill out this form, and submit for filing.

- There is no filing fee, however, a non-refundable \$15 service fee must be included, if you drop off the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to kepler.sos.ca.gov.

Important! California LLCs only: This form must be filed after or together with a Certificate of Dissolution (Form LLC-3). However, if the vote to dissolve was made by all of the members and that fact is noted in Item 4 below, Form LLC-3 is not required.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs. It is recommended for proof of submittal that if this form is mailed, it be sent by Certified Mail with Return Receipt Requested.

FILED
Secretary of State
State of California
DEC 02 2015

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business-programs/business-entities/filing-tips.

① **LLC's Exact Name in CA** (on file with CA Secretary of State)

GWF Energy LLC

② **LLC File No.** (Issued by CA Secretary of State)

200117710127

Tax Liability (The following statement should not be altered. For information about final tax returns, go to <https://www.ftb.ca.gov> or call the California Franchise Tax Board at (800) 852-6711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).)

- ③ All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.

Dissolution (California LLCs ONLY: Check the box if the vote to dissolve was made by the vote of all the members.)

- ④ ☐ The dissolution was made by the vote of all of the members.

Additional Information (If any, list any other information the persons filing this form determine to include.)

⑤

Cancellation (The following statement should not be altered.)

- ⑥ Upon the effective date of this Certificate of Cancellation, this LLC's Articles of Organization (CA LLCs) or Certificate of Registration (registered foreign LLCs) will be cancelled and its powers, rights and privileges will cease in California.

Read and sign below: For California LLCs: This form must be signed by a majority of the managers, unless the LLC has had no members for 90 consecutive days, in which case the form must be signed by the person(s) authorized to wind up the LLC's affairs. For registered foreign LLCs: This form must be signed by a person authorized to do so under the laws of the foreign jurisdiction. If the signing person is a trust or another entity, go to www.sos.ca.gov/business-programs/business-entities/filing-tips for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.

Sign here

Christopher J. Doyle
Print your name here

Vice President
Authorized Person
Your business title

Sign here

Print your name here

Your business title

Make check/money order payable to: **Secretary of State**

To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5 certification fee, per copy.

By Mail

Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814



I hereby certify that the foregoing
transcript of 7 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 03 2015

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

State of California
Secretary of State

3846374

CERTIFICATE OF QUALIFICATION

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify that on the **2nd day of December 2015**, **ALTAGAS SAN JOAQUIN ENERGY INC.**, a corporation organized and existing under the laws of **Delaware**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 3, 2015.



ALEX PADILLA
Secretary of State

S&DC-S/N

Statement and Designation by
Foreign Corporation

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A \$100 filing fee (for a foreign stock corporation) or \$30 filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. **Note:** If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED
Secretary of State
State of California

DEC 02 2015

CC This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name]." For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

① AltaGas San Joaquin Energy Inc.

Corporate History

② State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or a California registered corporate agent that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

③ a. CT Corporation System

Agent's Name

b.

Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. 1411 Third Street, Suite A Port Huron MI 48060

Street Address of Principal Executive Office - Do not list a P.O. Box City (no abbreviations) State Zip

b.

Street Address of Principal Office in California, if any - Do not list a P.O. Box City (no abbreviations) State Zip

c.

Mailing Address of Principal Executive Office, if different from 4a or 4b City (no abbreviations) State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.

Sign here [Signature] Christopher J. Dyl Print your name here Vice President Your officer title

Make check/money order payable to: **Secretary of State**

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

3846374

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTAGAS SAN JOAQUIN ENERGY INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5227405 8300

SR# 20151162567

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 10530979

Date: 12-02-15

3846374

ALTAGAS RIPON ENERGY INC.
1411 Third Street, Suite A
PO Box 5004
Port Huron, Michigan 48061-5004


CONSENT TO USE OF NAME

I, Sherry Abbott, Assistant Secretary of AltaGas Ripon Energy Inc., do hereby give express consent to Christopher J. Doyle, Vice President of AltaGas San Joaquin Energy Inc., for the use of the name AltaGas San Joaquin Energy Inc. in California.

I, Sherry Abbott, Assistant Secretary of AltaGas Ripon Energy Inc., do hereby give express consent to Christopher J. Doyle, Vice President of AltaGas San Joaquin Energy Inc., for the filing of a Statement and Designation by Foreign Corporation with the use of the name AltaGas San Joaquin Energy Inc. in California.

IN WITNESS WHEREOF, this Consent to Use of Name has been executed this 2nd day of December, 2015.

ALTAGAS RIPON ENERGY INC.

By 
Sherry Abbott
Assistant Secretary



I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 03 2015 65

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State



**Secretary of State
Business Programs Division**

Business Entities, 1500 11th Street, 3rd Floor, Sacramento, CA 95814

Welcome to California

Congratulations on the registration of your corporation with the California Secretary of State. California law requires corporations to keep their public record updated by filing information with the California Secretary of State.

Required Statement of Information

Required Filing Timelines

Domestic (formed in California) stock corporations must file a complete Statement of Information (Form SI-200) within the first 90 days of filing the Articles of Incorporation, and then each year after that before the end of the month of incorporation.

Domestic (formed in California) nonprofit corporations must file a complete Statement of Information (Form SI-100) within the first 90 days of filing the Articles of Incorporation, and then every 2 years after that before the end of the month of incorporation. In addition, any nonprofit corporation formed to manage a common interest development under the Davis-Stirling Common Interest Development Act or the Commercial and Industrial Common Interest Development Act also must file a Statement by Common Interest Development Association (Form SI-CID) with their Statement of Information.

Foreign (formed outside of California) corporations must file a complete Statement of Information (Form SI-350) within the first 90 days of filing the Statement and Designation by Foreign Corporation and then each year after that before the end of the month of the California registration date.

Filing Services

For fastest service, the required Statement of Information for most corporations can be submitted using our online filing service at <https://businessfilings.sos.ca.gov/>. Payment must be made by credit card (Visa® or MasterCard®) when filing online. A free PDF copy of the submitted Statement of Information will be returned electronically following confirmation of payment, if an email address is provided.

Statements of Information submitted on paper can be mailed or delivered in person (drop off) to the Sacramento office, but the processing time is longer. Current processing times for paper documents may be found at www.sos.ca.gov/business-programs/business-entities/processing-times.

Additional information regarding Statements of Information, including forms, instructions and current fees are available at www.sos.ca.gov/business-programs/business-entities/statements.

Reverse Side

Please see reverse side of this document for important information regarding your newly registered corporation.

Stock Corporations

Filing Articles of Incorporation pursuant to California Corporations Code section 200 does not of itself authorize the use of a corporate name in California in violation of the rights of another who may have acquired rights to the use of the name by reason of the following laws:

- Federal Trademark Act
(United States Code, Title 15, section 1051 et seq.)
- California Model State Trademark Law
(Business and Professions Code section 14200 et seq.)
- California Fictitious Business Name Law
(Business and Professions Code section 17900 et seq.)
- Common law rights, including rights to a trade name

If you have any questions regarding such rights, please consult a private attorney.

Nonprofit Corporations

Nonprofit corporations in California are not automatically exempt from paying California franchise tax or income tax every year. For information about tax requirements and/or applying for tax exempt status, please contact the appropriate taxing agency, listed below. If you are a domestic nonprofit public benefit corporation our office has forwarded a copy of your Articles of Incorporation to the Office of the Attorney General in compliance with California Corporations Code section 5120(d).

Other Business Information and Resources

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with these issues:

- Internal Revenue Service – www.irs.gov or call (800) 829-1040 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections
- Franchise Tax Board – www.ftb.ca.gov or call (800) 852-5711 for forms and issues concerning franchise tax and state income tax requirements
- State Board of Equalization – www.boe.ca.gov or call (800) 400-7115 for forms and issues concerning sales taxes or use taxes
- Employment Development Department – www.edd.ca.gov or call (800) 300-5616 for forms and issues concerning employment and payroll taxes

Please refer to www.sos.ca.gov/business-programs/business-entities/resources for a list of other agencies you may need to contact to ensure proper compliance with the laws of the State of California. Please be aware that the California Secretary of State does not license corporations. For licensing requirements, please contact the California city and/or county where the principal place of business is located and/or the state agency, or board with jurisdiction over the activities of the corporation in California.



**Secretary of State
Business Programs Division**

Business Entities, 1500 11th Street, 3rd Floor, Sacramento, CA 95814

Customer Alert – Misleading Certificate of Status Solicitations

Letters are being sent to businesses registered with the Secretary of State directing them to submit \$49.50, respond by a certain date, complete a form, and send the money and documentation to a private entity named "California State Corporations." According to the letter, California State Corporations will provide a "certificate of status." However, these Certificates of Status are fraudulent because only the Secretary of State can issue a Certificate of Status. An example of the form and fraudulent "certificate of status" are available through our website at www.sos.ca.gov/business-programs/customer-alerts/alert-misleading-solicitations.

A certification of the entity's status, also known as the Certificate of Status, only can be issued by the Secretary of State who is the official custodian of business entity records for the State of California. The fee for this certificate is \$5.00. The private entity has no affiliation or authorization to act on behalf of the State of California or the Secretary of State and is illegally issuing fraudulent Certificates of Status for entities registered with the California Secretary of State.

An official Certificate of Status can be obtained by submitting a request to the California Secretary of State's Sacramento office either in person or by mail. Instructions and fees for ordering a Certificate of Status can be obtained through our website at www.sos.ca.gov/business/be/information-requests.htm.

These solicitations are not being made by the California Secretary of State's office and are not being made by or on behalf of any governmental entity. Although a business entity can use an intermediary to submit filings, request a certificate of status, and pay fees to our office, no business is required to go through another private entity in order to obtain documents or certificates from the Secretary of State's office and no private entity can issue these documents.

Action for Fraudulent Letters

California businesses that receive one of these fraudulent solicitation letters or that have paid the company and received a fraudulent certificate should submit a written complaint along with the entire solicitation (including the solicitation letter, the outer and return envelopes, and all related documents if available, and a copy of the fraudulent certificate) to the California Attorney General, Public Inquiry Unit, P.O. Box 944255, Sacramento, California 94244–2550. A complaint form, which can be completed online and printed to mail, is available on the California Attorney General's website at www.oag.ca.gov/consumers.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALTAGAS TRACY OPERATIONS INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 2015, AT 12:26 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

5869225 8100
SR# 20150792424

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10370557
Date: 11-05-15

**CERTIFICATE OF INCORPORATION OF
ALTAGAS TRACY OPERATIONS INC.**

To form a corporation pursuant to the General Corporation Law of the State of Delaware, the undersigned certifies as follows:

ARTICLE I

The name of the corporation is AltaGas Tracy Operations Inc.

ARTICLE II

The registered office of the corporation in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock that the corporation is authorized to issue is 1,000 shares, par value \$0.001 per share, all of which shares are designated as common stock.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Jennifer L. Johnson
33 South Sixth Street, Suite 4200
Minneapolis, Minnesota 55402

ARTICLE VI

This Certificate shall be effective upon filing with the Delaware Secretary of State.

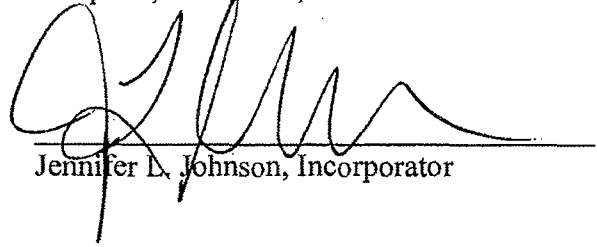
ARTICLE VII

Each person who is or was or had agreed to become a director or officer of the corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the corporation to the fullest extent permitted from time to time by applicable law, which indemnification shall not be deemed exclusive of any other rights to which such

person may be entitled under the By-laws of the corporation or any agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this Article VII shall not adversely affect any right to indemnification of any persons existing at the time of such repeal or modification with respect to any matter occurring prior to such repeal or modification.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of November, 2015 while present in Minneapolis, Minnesota, United States.



Jennifer L. Johnson, Incorporator

State of California
Secretary of State

CERTIFICATE OF QUALIFICATION

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify that on the **1st day of December 2015**, **ALTAGAS TRACY OPERATIONS INC.**, a corporation organized and existing under the laws of **Delaware**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 2, 2015.



A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA
Secretary of State

S&DC-S/N

Statement and Designation by
Foreign Corporation

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A \$100 filing fee (for a foreign stock corporation) or \$30 filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. **Note:** If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED
Secretary of State
State of California

DEC 01 2015

1PC This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name]." For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

① AltaGas Tracy Operations Inc.

Corporate History

② State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or a California registered corporate agent that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

③ a. C T Corporation System

Agent's Name

b. CA
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. 1411 Third Street, Ste. A Port Huron MI 48060

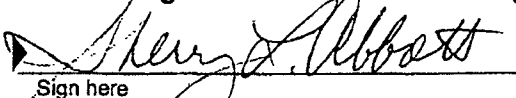
Street Address of Principal Executive Office - Do not list a P.O. Box City (no abbreviations) State Zip

b. CA
Street Address of Principal Office in California, if any - Do not list a P.O. Box City (no abbreviations) State Zip

c. P.O. Box 5004 Port Huron MI 48061-5004

Mailing Address of Principal Executive Office, if different from 4a or 4b City (no abbreviations) State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.


Sign here

Sherry L. Abbott

Print your name here

Assistant Secretary

Your officer title

Make check/money order payable to: **Secretary of State**

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTAGAS TRACY OPERATIONS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5869225 8300

SR# 20151118310

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10510560

Date: 11-30-15



**Secretary of State
Business Programs Division**

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Action for Fraudulent Letters

California businesses that receive one of these fraudulent solicitation letters or that have paid the company and received a fraudulent certificate should submit a written complaint along with the entire solicitation (including the solicitation letter, the outer and return envelopes, and all related documents if available, and a copy of the fraudulent certificate) to the California Attorney General, Public Inquiry Unit, P.O. Box 944255, Sacramento, California 94244–2550. A complaint form, which can be completed online and printed to mail, is available on the California Attorney General's website at www.oag.ca.gov/consumers.

EXHIBIT B
AFFIDAVITS OF CHRISTOPHER J. DOYLE

**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

In the Matter of:

**HENRIETTA PEAKER POWER
PLANT**

Docket No. 01-AFC-18C

**Affidavit of Christopher J. Doyle in Support of
Notice of Name Change of the
Henrietta Peaker Power Plant**

I, Christopher J. Doyle, herein attest that:

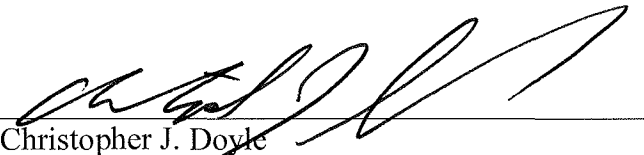
1. I am the Vice President of AltaGas San Joaquin Energy Inc., a wholly owned subsidiary of AltaGas Power Holdings (U.S.) Inc. (“APHUS”). I have personal knowledge of the matters set forth herein and could competently testify thereto if called as a witness for this matter.
2. On or about November 30, 2015, APHUS acquired 100 percent of the upstream equity ownership interests of the Henrietta Peaker Power Plant (the “Project”), including the direct owner of the Project, GWF Energy LLC.
3. Immediately after the acquisition, GWF Energy LLC merged with and into its upstream parent company, AltaGas San Joaquin Energy Inc. Thus, the Project’s direct owner is now AltaGas San Joaquin Energy Inc.
4. As set forth in the instant Notice of Name Change and Petition to Change Operational Control (“Notice”) submitted simultaneously herewith, AltaGas San Joaquin Energy Inc. seeks no changes to conditions of certification or to the Project or its related facilities.

Rather, the Notice is meant solely to inform the Energy Commission of the acquisition and subsequent merger of the owning entity of the Project.

5. AltaGas San Joaquin Energy Inc. agrees to comply with all conditions of certification as set forth in the Energy Commission's Final Decision and subsequent approvals of amendments related thereto, as well as all laws, ordinances, regulations or standards applicable to the Project.

This affidavit is made under penalty of perjury under the laws of the State of California as to the truth and accuracy of the Notice submitted herewith and is executed at

Dallas, Texas on 12/2, 2015.



Christopher J. Doyle

**STATE OF CALIFORNIA
ENERGY RESOURCES CONSERVATION
AND DEVELOPMENT COMMISSION**

In the Matter of:

**HENRIETTA PEAKER POWER
PLANT**

Docket No. 01-AFC-18C

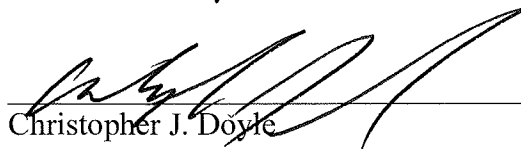
**Affidavit of Christopher J. Doyle in Support of
Change in Operational Control of the
Henrietta Peaker Power Plant**

I, Christopher J. Doyle, herein attest that:

1. I am the Vice President of AltaGas Tracy Operations Inc., a wholly owned subsidiary of AltaGas Power Holdings (U.S.) Inc. (“APHUS”). I am also the Vice President of AltaGas San Joaquin Energy Inc., a wholly owned subsidiary of APHUS. I have personal knowledge of the matters set forth herein and could competently testify thereto if called as a witness for this matter.
2. As set forth in the instant Petition, on or about November 30, 2015, APHUS acquired 100 percent of the upstream equity ownership interests of the Henrietta Peaker Power Plant (the “Project”), including the direct owner of the Project, GWF Energy LLC. Immediately following that acquisition, GWF Energy LLC merged with and into its upstream parent company, AltaGas San Joaquin Energy Inc. Thus, the Project’s direct owner is now AltaGas San Joaquin Energy Inc.

3. In connection with the acquisition and merger, AltaGas San Joaquin Energy Inc. intends to enter into a new operations and maintenance agreement (“O&M”) as of January 1, 2016, between AltaGas San Joaquin Energy Inc. and AltaGas Tracy Operations Inc.¹
4. According to the O&M agreement, AltaGas Tracy Operations will provide a number of O&M services for the Project as such services pertain to all auxiliary equipment, ancillary and associated facilities and equipment, interconnection and metering facilities, including among others, coordinating operations and maintenance activities, major maintenance of the facilities, procuring, supplying and replacing parts and other equipment, and scheduling all outages and maintenance shutdowns.
5. AltaGas Tracy Operations Inc. agrees to comply with all conditions of certification set forth in the Commission’s Final Decision and any subsequent approvals of amendments related thereto, as well as all laws, ordinances, regulations or standards applicable to the Project.

This affidavit is made under penalty of perjury under the laws of the State of California as to the truth and accuracy of the Petition to Change Operational Control submitted herewith and is executed at Dallas, Texas on 12/2, 2015.



Christopher J. Doyle

¹Upon closing of the Acquisition, on November 30, 2015, GWF Energy and Star West mutually terminated the O&M agreement. AltaGas San Joaquin Energy Inc. has maintained operational control of the Project since the closing of the Acquisition and will continue to maintain operational control until January 1, 2016 when AltaGas San Joaquin Energy Inc. will enter into a new O&M agreement with its affiliate AltaGas Tracy Operations Inc. In the event that the instant Notice is not acted upon by the Commission in the interim period between November 30, 2015 and to January 1, 2016, AltaGas San Joaquin Energy Inc. agrees to comply with all conditions of certification set forth in the Commission’s Final Decision and any subsequent approvals of amendments related thereto, as well as all laws, ordinances, regulations, or standards applicable to the Project.