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

In the Matter of:

LUZ SOLAR PARTNERS LTD., VIII
SEGS VIII PROJECT

Docket No. 88-AFC-01C

**PETITION OF LUZ SOLAR PARTNERS LTD., VIII TO TRANSFER
OPERATIONAL CONTROL OF THE SEGS VIII PROJECT**

Thomas W. Solomon
Winston & Strawn LLP
101 California Street, Suite 3500
San Francisco, California 94111
Telephone: (415) 591-6809
Facsimile: (415) 591-1400
tsolomon@winston.com

Attorneys for Luz Solar Partners Ltd., VIII

**BEFORE THE ENERGY RESOURCES CONSERVATION AND DEVELOPMENT
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In the Matter of:

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Pursuant to California Code of Regulations, Title 20, Section 1769(b) (“Section 1769(b)”), Luz Solar Partners Ltd., VIII (“SEGS VIII”) submits this petition to transfer operational control of the SEGS VIII Project, a solar-thermal power plant located near the town of Hinkley in San Bernardino County, California. The decision approving the SEGS VIII Project provides that if control or ownership of the SEGS VIII Project is transferred to a new party, then SEGS VIII must provide notice to the Compliance Project Manager following the change of ownership or operation responsibility. However, SEGS VIII recently became aware of the additional requirements of Section 1769(b), and therefore is submitting this petition at this time. The information required under Section 1769(b) is provided below.

SEGS VIII is the owner of the SEGS VIII Project and the entity responsible for compliance with the Commission’s conditions of certification for the SEGS VIII Project. Prior to December 28, 2017, Terra-Gen, LLC (“Terra-Gen”) indirectly owned 50% of the equity interests in SEGS VIII. On December 28, 2017, subsidiaries of Terra-Gen acquired the remaining 50% of the equity interest in SEGS VIII from affiliates of NextEra Energy Resources, resulting in Terra-Gen indirectly owning 100% of SEGS VIII (the “Acquisition”). All of these transactions occurred upstream of SEGS VIII, and following the Acquisition, SEGS VIII continues to be the owner of the SEGS VIII Project and the entity responsible for compliance with the Commission’s conditions of certification for the SEGS VIII Project.

Prior to the Acquisition, the SEGS VIII Project was operated by NextEra Operating Services, LLC (“NextEra Operator”) pursuant to that certain Amended and Restated Operation and Maintenance Agreement dated as of January 1, 1998 between SEGS VIII and NextEra

Operator, as amended (the “O&M Agreement”). In connection with the Acquisition, NextEra Operator assigned its rights and obligations under the O&M Agreement to Terra-Gen Operating Company II, LLC (“Terra-Gen Operator”). However, NextEra Operator continued to provide operations and maintenance (“O&M”) services for the project on a transitional basis until March 31, 2018, at which time Terra-Gen Operator commenced providing O&M services for the SEGS VIII Project pursuant to the O&M Agreement. In connection with the assignment of the O&M Agreement, Terra-Gen Operator hired the on-site NextEra Operator employees performing O&M services for the SEGS VIII Project. It also hired a seasoned plant manager with thirty years of solar thermal experience, twelve of which were managing SEGS VIII. Because Terra-Gen Operator will be providing O&M services pursuant to the same O&M Agreement, and using primarily the same staff, no significant changes in the operation of the SEGS VIII Project are expected.

Attached as Exhibit A is the Declaration of Matthew W. Scobee on behalf of Terra-Gen Operator attesting that, as the operator of the SEGS VIII Project under the O&M Agreement as described above, Terra-Gen Operator understands the conditions of certification applicable to the SEGS VIII Project and agrees to comply with those conditions of certification.

SEGS VIII respectfully requests that the Commission approve this petition at its earliest opportunity.

SEGS VIII appreciates the Commission’s consideration of this request.

April 30, 2018

Respectfully submitted,

/s/ Thomas W. Solomon
Thomas W. Solomon
Winston & Strawn LLP
Attorneys for Luz Solar Partners Ltd., VIII

Exhibit A

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

In the Matter of:
LUZ SOLAR PARTNERS LTD., VIII
SEGS VIII PROJECT

Docket No. 88-AFC-01C

DECLARATION OF Matthew W. Scobee, Senior Vice President

I, Matthew W. Scobee, declare as follows:

1. I am the Senior Vice President for Terra-Gen Operating Company II, LLC (“Terra-Gen Operator”).
2. Luz Solar Partners Ltd., VIII (“SEGS VIII”) is the owner of the SEGS VIII Project and the holder of the Commission license to construct and operate the SEGS VIII Project.
3. Immediately prior to December 28, 2017, the SEGS VIII Project was operated by NextEra Operating Services, LLC (“NextEra Operator”) pursuant to that certain Amended and Restated Operation and Maintenance Agreement dated as of January 1, 1998 between SEGS VIII and NextEra Operator, as amended (the “O&M Agreement”).
4. In connection with a change in the upstream ownership of SEGS VIII, the O&M Agreement was assigned to Terra-Gen Operator on December 28, 2017. However, NextEra Operator continued to provide operations and maintenance (“O&M”) services for the project on a transitional basis until March 31, 2018, at which time Terra-Gen Operator commenced providing O&M services for the SEGS VIII Project pursuant to the O&M Agreement.
5. In connection with the assignment of the O&M Agreement, Terra-Gen Operator hired the on-site NextEra Operator employees performing O&M services for the

Exhibit A

SEGS VIII Project. It also hired a seasoned plant manager with thirty years of solar thermal experience, twelve of which were managing SEGS VIII.

6. I hereby attest that, as the operator of the SEGS VIII Project, Terra-Gen Operating Company II, LLC understands the Commission's conditions of certification for the SEGS VIII Project and agrees to comply with those conditions.

I declare under penalty of perjury that the foregoing is true and accurate and that this declaration was executed at New Braunfels, Texas on April 26, 2018.



Matthew W. Scobee
Sr. Vice President
Terra-Gen Operating Company II, LLC