

**DOCKETED**

<b>Docket Number:</b>	01-EP-10C
<b>Project Title:</b>	Calpeak Power Enterprise Project - Compliance
<b>TN #:</b>	227464
<b>Document Title:</b>	Courtesy Notice of Acquisition Enterprise
<b>Description:</b>	Courtesy notice of upstream change in ownership of CalPeak Power-Enterprise, LLC
<b>Filer:</b>	Evan Korngold
<b>Organization:</b>	King & Spalding
<b>Submitter Role:</b>	Applicant Consultant
<b>Submission Date:</b>	4/2/2019 7:45:54 AM
<b>Docketed Date:</b>	4/2/2019



CalPeak Power - Enterprise, 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 CalPeak Power-Enterprise Project; Dockets 01-EP-10, 01-EP-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 CalPeak Power-Enterprise LLC (the “Proposed Transaction”). CalPeak Power-Enterprise LLC is the direct owner of the CalPeak Power-Enterprise Project, a forty-nine and one-half (49.5) megawatt, simple-cycle natural gas-fired peaking plant located in the City of Escondido, 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”).<sup>1</sup>

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, CalPeak Power-Enterprise, LLC respectfully provides this notice as a courtesy.

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

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<sup>1</sup> 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 CalPeak Power-Enterprise, LLC. Upon the consummation of the proposed transaction, MRP IV will manage CalPeak Power-Enterprise, 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.



CalPeak Power - Enterprise, LLC

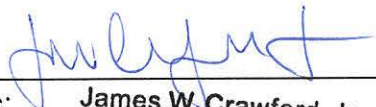
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a petition to change operational control of the Facility on February 8, 2019. The petition was approved by the California Energy Commission staff on March 12, 2019.

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

Best Regards,

CALPEAK POWER-ENTERPRISE LLC

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