

DOCKETED

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Project Title:	Compliance - Application for Certification of DWR Bottlerock Geothermal Project
TN #:	248791
Document Title:	Petition for Change of Operational Control
Description:	N/A
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Docketed Date:	2/14/2023

BEFORE THE CALIFORNIA ENERGY COMMISSION

In the Matter of:

**BOTTLE ROCK GEOTHERMAL POWER PLANT
BOTTLE ROCK POWER LLC**

DOCKET NO. 79-AFC-4C

**PETITION FOR CHANGE OF
OPERATIONAL CONTROL**

PETITION FOR CHANGE OF OPERATIONAL CONTROL

Pursuant to Title 20, Section 1769(b)(1) of the California Code of Regulations (the “Regulations”), Bottle Rock Power LLC, a Delaware limited liability company (the “Project Company”), files this Petition for Change of Operational Control of the Bottle Rock Geothermal Power Plant (the “Project”).

On May 30, 2001, the Energy Resources Conservation and Development Commission of the State of California (n/k/a the California Energy Commission) (the “Commission”) approved Order No. 01-0530-07, to approve of the Transfer of Ownership from the California Department of Water Resources to the Bottle Rock Power Corporation, a California corporation (TN #20552).

On December 13, 2006, the Commission approved Order No. 06-1213-12, to approve of the Transfer of Ownership from the Bottle Rock Power Corporation to the Project Company (TN #38646 and refiled as TN #47894).

On May 17, 2016, Aaron Mandell, on behalf of Clean Energy Partners, LLC (f/k/a Base Load Clean Energy Partners, LLC), a Delaware limited liability company (“Clean Energy”), notified the Commission of an equity transaction where Clean Energy acquired all the equity interest owned by USRG Geothermal I, L.P., a Delaware limited partnership, in BRP Holdco, LLC, a Delaware limited liability company (the “HoldCo”), which HoldCo owned all of the membership interests in the Project Company (TN #211533).

On or around September 20, 2022, (i) Project Company, as Lessor, and Mayacma Geothermal, LLC, a Delaware limited liability company (“Mayacma”), as Lessee entered into a Lease Agreement dated September 20, 2022 (the “Lease”); and (ii) Project Company, as Seller, and Mayacma, as Buyer entered into an Asset Purchase Agreement dated September 20, 2022 (the “APA”).

As a result of the Lease and APA, Mayacma is to assume sole responsibility for operational control of the Project. In order to effectuate such transfer of operational control, Project Company provides the Commission with the following information pursuant to Section 1769(b) of the Regulations:

- (i.) in response to Section 1769(b)(1)(A) of the Regulations, Mayacma is to become the new operator of the Project pursuant to the Lease and APA and Project Company is to remain the owner of the Project pursuant to the Lease and APA;
- (ii.) in response to Section 1769(b)(1)(B) of the Regulations, Mayacma, as operator of the Project will be responsible for compliance with the Commission’s conditions of certification and

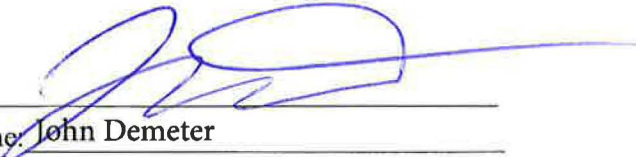
Mayacma understands the conditions of certification and agrees to comply with them; and

- (iii.) in response to Section 1769(b)(1)(C) of the Regulations, please see the Affidavit in Support of Petition for Change of Operational Control attached hereto as Exhibit "A" (the "Affidavit"). The Affidavit is a verified statement by an officer of Mayacma in the form required by Section 1707 of the Regulations that states Mayacma understands the conditions of certification and agrees to comply with those conditions.

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The undersigned, declares under the penalty of perjury under the laws of the State of California that the foregoing is true and correct to the best of my knowledge, information and belief.

BOTTLE ROCK POWER LLC

By: 
Name: John Demeter
Title: Interim CEO

STATE OF _____ §

COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____ 2023, by _____, as _____ of Bottle Rock Power, LLC.

Seal:

Notary Public

CALIFORNIA ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of SAN MATEO

On 2/13/2023

Date

before me, JUSTINE SINK, NOTARY PUBLIC

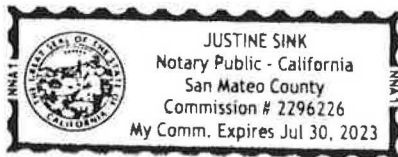
Here Insert Name and Title of the Officer

personally appeared

JOHN DEMETER

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

[Signature]
Signature of Notary Public

Place Notary Seal and/or Stamp Above

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: PETITION FOR CHANGE OF OPERATIONAL CONTROL

Document Date: — Number of Pages: 4

Signer(s) Other Than Named Above: —

Capacity(ies) Claimed by Signer(s)

Signer's Name: JOHN DEMETER

☐ Corporate Officer – Title(s): —

☐ Partner – ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: —

Signer is Representing: —

Signer's Name: —

☐ Corporate Officer – Title(s): —

☐ Partner – ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: —

Signer is Representing: —

Exhibit "A"

The Affidavit

[*ATTACHED*]

In the Matter of:

BOTTLE ROCK GEOTHERMAL POWER PLANT
BOTTLE ROCK POWER LLC

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PETITION FOR CHANGE OF
OPERATIONAL CONTROL

AFFIDAVIT IN SUPPORT OF PETITION FOR CHANGE OF OPERATIONAL CONTROL

STATE OF Nevada §

COUNTY OF Wasco §

The undersigned, being duly sworn, attests, deposes and says:

1. I am the MANAGER of Mayacma Geothermal, LLC, a Delaware limited liability company ("Mayacma"). I have personal knowledge of the matters set forth herein and could testify thereto if called as a witness for this matter.

2. Mayacma and Bottle Rock Power LLC, a Delaware limited liability company (the "Project Company") closed a transaction on or around September 20, 2022, whereby Mayacma would become the operator of the Bottle Rock Geothermal Power Plant (the "Project") and Project Company would remain the owner of the Project pursuant to: (i) that certain Lease Agreement dated September 20, 2022, by and between the Project Company, as Lessor, and Mayacma, as Lessee; and (ii) that certain Asset Purchase Agreement dated September 20, 2022, by and between Project Company, as Seller, and Mayacma, as Buyer.

3. As set forth in the Petition for Change of Operational Control (the "Petition") submitted simultaneously with this affidavit (the "Affidavit"), Mayacma, as the new operator of the Project, understands and agrees to comply with all the current conditions of certification and any subsequent approvals of amendments related thereto, as well as all laws, ordinances, regulations or standards applicable to the Project.

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The undersigned, declares under the penalty of perjury under the laws of the State of California that the information contained in this Affidavit and the Petition is true and correct to the best of my knowledge, information and belief.

MAYACMA GEOTHERMAL, LLC

By: Boff
Name: BRAOY OLSON
Title: MANAGER

STATE OF Nevada §
COUNTY OF Washoe §

The foregoing instrument was acknowledged before me this 9th day of February 2023, by Brady Aaron Olson, as Manager of Mayacma Geothermal, LLC.

Seal:  KEVIN GHIGLIERI
Notary Public State of Nevada
County of Washoe
APPT. NO. 13-9868-2
My App. Expires Jan. 12, 2025

KG
Notary Public