

November 9, 2007

Docket Unit
California Energy Commission
1516 Ninth Street
Sacramento, CA 95814

Subject: 11-9-07 Submittal Package Starwood-Midway Project (06-AFC-10)
URS Project No. 27656131.00400

Attn Docket Unit:

On behalf of Starwood Power-Midway, LLC, URS Corporation Americas (URS) hereby submits this 11-9-07 Submittal Package which includes the following information:

- Hazardous Material Information for Alternative Water Supply Pipeline Alignment
- Transportation Conditions of Certification (TRANS 2-4)
- Letter from Barry Baker re: PAO Investments, LLC and Starwood Power Midway, LLC Option and Memorandum of Option Agreements

I certify under penalty of perjury that the foregoing is true, correct, and complete to the best of my knowledge. I also certify that I am authorized to submit the 11-9-07 Submittal Package for the Starwood-Midway Project on the behalf of Starwood Power-Midway, LLC.

Sincerely,

URS CORPORATION

Amy Gramlich
Environmental/Visual Specialist

AL:ml

Hazardous Material Information for Alternative Water Supply Pipeline Alignment

Information related to the type of potential contaminants that could be expected in soils along the alternative water supply pipeline alignment are anticipated to be consistent with those identified in the following documentation.

Phase I Environmental Site Assessment

The Phase I Environmental Site Assessment of the Midway Site provided as Appendix O of the Midway AFC states:

“Historically, the Property has been used for agricultural purposes which may have included the use of pesticides and/or herbicides. There is the potential that pesticide and/or herbicide contamination is present on the Property at low levels; however it is not believed to have negatively impacted the Property” (see Page ES-2).

Data Request Response #65

The response prepared for Data Request #65 provided in the Responses to Data Requests (#1-67) states:

“Soil samples were collected to confirm the presence of agricultural chemicals, concentrations of arsenic and selenium, as well as other chemicals and metals of potential concern. The results of the requested soil sampling are discussed in a letter from Kleinfelder, dated 2/28/07”.

Summary of Letter from Kleinfelder, Dated 2/28/07

The concentrations of arsenic (soil samples ranging from 3.59 to 4.68 milligrams per kilogram) are anticipated to represent naturally occurring arsenic levels, and not a site specific point source for contamination. Concentrations of arsenic noted within surface soil samples were well below the applicable Total Threshold Limit Concentration (TTLC) for arsenic of 500 mg/kg.

The presence of selenium was not detected at concentrations above the laboratory detection limit of 1.0 mg/kg. Concentrations of selenium were less than the applicable TTLC value for selenium of 100 mg/kg, and the CHHSL of 4,800 mg/kg.

TRANS – 2

TRANS-2 The Project owner shall consult with Fresno County and the City of Mendota and prepare and submit to the CPM for approval, a construction traffic control plan (TCP) and implementation program. The TCP should address the following issues:

- Timing of heavy equipment and building materials deliveries
- Signing, lighting and traffic control device placement, if required
- Need for construction work hours and arrival/departure times outside of peak traffic periods, local school bus travel times on Panoche Road, and the intervals that children would be walking to and from bus stops.
- Installation of road signs along Panoche Road to inform drivers of school bus zones.
- Signage directing construction workers and deliveries off of Panoche Road.
- Ensure access for emergency vehicles to the project site.
- Temporary travel lane closure.
- Installation of barriers to protect school children waiting for the school bus

Verification

At least 45 days prior to site mobilization, the project owner shall submit the plan to the appropriate jurisdictions for review and comment, and to the CPM for review and approval.

TRANS-3

- TRANS-3 Throughout construction of the project, the project owner shall document, investigate, evaluate and attempt to resolve all complaints related to construction traffic affecting school bus safety or children walking to and from school bus stops. The project owner or authorized agent shall;
- Use a CPM-approved Complaint Resolution Form, or functionally equivalent procedure acceptable to the CPM, to document and respond to each traffic safety complaint;
 - Attempt to contact the person(s) making the traffic safety complaint within 24 hours;
 - Conduct an investigation to determine the source of the traffic safety problem related to the complaint;
 - If the traffic safety issue is project related, take all feasible measures to reduce the safety problem at its source; and
 - Submit a report documenting the complaint and the actions taken. The report shall include: a complaint summary, including final results of traffic safety improvement efforts; and if obtainable, a signed statement by the complainant stating that the traffic safety problems resolved to the complainant's satisfaction.
 - The project owner shall establish a telephone number for use by the public to report any project-related traffic safety issues. If the telephone is not staffed 24 hours per day, the project owner shall include an automatic answering feature, with date and time stamp recording, to answer calls when the phone is unattended. The telephone number shall be posted at the project site during construction in a manner visible to passerby. This telephone number shall be maintained until project construction is complete.

Verification:

At least 30 days prior to site mobilization the project owner shall Provide to the CPM a copy of the TCP for review and approval

TRANS – 4

- TRANS-4 Prior to ground disturbance, the project owner shall develop and implement a Worker Traffic Safety Program (WTSP) focusing on awareness of school buses and school children in the vicinity of the project. The plan shall include, as a minimum, the following:
- A discussion of all applicable motor vehicle laws and penalties under the law; safe driving practices, potential road conditions (e.g., school bus stops, children who are walking to or from a bus stop, children boarding or exiting buses, ground fog, horses/livestock, slow vehicles, etc.) along the expected travel corridor (i.e., Panoche Road),
 - Required commute work travel times,
 - Expected school bus travel times, and
 - A discussion of consequences in the event a worker is found driving in an unsafe manner.

The training shall be provided on a weekly basis to all new employees (including all contractors and subcontractors) at the start of ground disturbance, and continue for the duration of construction. The training may be presented in the form of a video.

Verification:

The project owner shall provide a copy of the WTSP to the CPM for review and approval 30 days prior to ground disturbance. The training may be presented in the form of a video, if the video has been approved by the CPM. The video shall be provided to the CPM for review and approved 30 days prior to ground disturbance. The project owner shall provide the WTSP certification of completion for persons who have completed the training in the prior month, and a running total of all persons who have completed training to date in the monthly compliance report (CPM)



**45499 W. Panoche Rd.
Firebaugh, CA 93622
Off: (559) 659-3942
Fax: (559)659-7114**

November 8, 2007

Mr. Richard H. Weiss
Starwood Power-Midway LLC
2737 Arbuckle St. Suite L
Houston, TX 77005

Re: PAO Investments, LLC and Starwood Power-
Midway, LLC
Option and Memorandum of Option Agreements

Dear Rich:

You have asked that Baker Farming Company, LLC (Baker) explain how it is going to supply wastewater to PAO Investments, LLC (PAO) for use in Starwood Power-Midway, LLC's (Starwood) proposed power plant. You have also asked that Baker describe how it currently disposes of its wastewater. This letter responds to both questions.

Baker operates a water delivery system through which water is delivered to several farming operations in and about the Panoche Road/Interstate 5 area. This system draws water from the California Aqueduct by means of a pumping plant and the water is then distributed to the users. The water that is drawn from the Aqueduct must be filtered in order to be used by the users in their respective micro-drip irrigation systems.

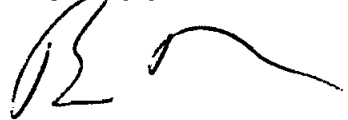
The filters are located near the user's property to ensure that the water that is delivered to the user is suitable for their respective micro-drip irrigation systems. These filters are cleaned by means of a backwashing process. This backwash wastewater is currently disposed of, either by diverting it in open ditches, where it runs to fallow fields and allowed to evaporate or percolate into the ground, or, where there are no fallow fields, collected into small evaporation ponds.

In connection with Starwood's project, PAO approached Baker with a proposal. Essentially, if Baker could pipe its wastewater to a holding pond, PAO would buy this wastewater and resell it to Starwood for use in its power generation activities.

One of Baker's ponds is situated approximately 1.5 miles from the land on which Starwood plans to construct its plant. Baker determined that it could economically construct a berm within this pond and deepen this area to reduce surface area and thereby reduce evaporation of the wastewater. PAO could then buy the collected wastewater from Baker and supply it to Starwood.

As the wastewater is not usable in the micro-drip irrigation systems used in the farming operations, it is truly a waste product that needs to be disposed of. But for the Starwood proposal, this wastewater will continue to be disposed of by percolation and evaporation. In Baker's opinion, the Starwood proposal makes sense as it allows Baker to sell wastewater that is otherwise lost.

Very truly yours,

A handwritten signature in black ink, appearing to read 'B. Baker', with a long horizontal flourish extending to the right.

Barry S. Baker

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

APPLICATION FOR CERTIFICATION
FOR THE **STARWOOD POWER
PLANT**

Docket No. 06-AFC-10
PROOF OF SERVICE
(Revised 3/16/07)

INSTRUCTIONS: All parties shall either (1) send an original signed document plus 12 copies or (2) mail one original signed copy AND e-mail the document to the address for the Docket as shown below, AND (3) all parties shall also send a printed or electronic copy of the document, which includes a proof of service declaration to each of the individuals on the proof of service list shown below:

CALIFORNIA ENERGY COMMISSION
Attn: Docket No. 06-AFC-10
1516 Ninth Street, MS-4
Sacramento, CA 95814-5512
docket@energy.state.ca.us

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DECLARATION OF SERVICE

I, _____, declare that on _____, I deposited copies of the attached _____, in the United States mail at Sacramento, California with first-class postage thereon fully prepaid and addressed to those identified on the Proof of Service list above.

OR

Transmission via electronic mail was consistent with the requirements of California Code of Regulations, title 20, sections 1209, 1209.5, and 1210. All electronic copies were sent to all those identified on the Proof of Service list above.

I declare under penalty of perjury that the foregoing is true and correct.

[signature]