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September 2, 2011

LISA A. COTTLE
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VIA FEDERAL EXPRESS AND EMAIL

California Energy Commission
Docket Office
1516 Ninth Street, MS-4
Sacramento, CA 95814

Re: Blythe Energy Project, Docket No. 99-AFC-8C
Petition of Blythe Energy, LLC to Transfer Operational Control of
the Blythe Energy Project

DOCKET	
99-AFC-8C	
DATE	SEP 02 2011
RECD.	SEP 02 2011

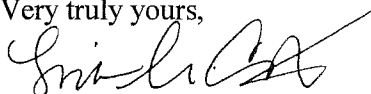
To the Docket Office:

Pursuant to California Code of Regulations, Title 20, Section 1769(b), please find enclosed for filing the Petition of Blythe Energy, LLC to Transfer Operational Control of the Blythe Energy Project ("Petition"). Attached to the Petition is a declaration which includes a copy of the original signature page. The original signed declaration will be sent to the Docket Office as early as possible next week.

Please note that the enclosed submittal was filed today via electronic mail to your attention and a copy has been mailed to all parties on the Commission's current proof of service list for Docket No. 99-AFC-8C.

Please contact the undersigned if you have any questions regarding this filing.

Very truly yours,



Lisa A. Cottle
Winston & Strawn LLP
Attorneys for Blythe Energy, LLC

Enclosure

cc: Proof of Service List for Docket No. 99-AFC-8C

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

In the Matter of:

BLYTHE ENERGY, LLC
BLYTHE ENERGY PROJECT

Docket No. 99-AFC-8C

**PETITION OF BLYTHE ENERGY, LLC TO TRANSFER
OPERATIONAL CONTROL OF THE BLYTHE ENERGY PROJECT**

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Attorneys for Blythe Energy, LLC

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

In the Matter of:

BLYTHE ENERGY, LLC
BLYTHE ENERGY PROJECT

Docket No. 99-AFC-8C

**PETITION OF BLYTHE ENERGY, LLC TO TRANSFER
OPERATIONAL CONTROL OF THE BLYTHE ENERGY PROJECT**

Pursuant to California Code of Regulations, Title 20, Section 1769(b) (“Section 1769(b)”), Blythe Energy, LLC (“Blythe Energy”) submits this petition to transfer operational control of the Blythe Energy Project, a combined cycle natural gas-fired power plant located in eastern Riverside County in the City of Blythe, California. The information required under Section 1769(b) is provided below.

Blythe Energy is the owner of the Blythe Energy Project and the entity responsible for compliance with the Commission’s conditions of certification for the Blythe Energy Project. Blythe Energy currently contracts with its affiliate, NextEra Energy Operating Services, LLC (“NEE Operating Services”), under an existing operations and maintenance (“O&M”) agreement, as amended. Under the existing O&M agreement, NEE Operating Services provides a number of O&M services for the Blythe Energy 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 January 1, 2002.¹ As of the date of this petition, Blythe Energy and NEE Operating Services are both indirect, wholly-owned subsidiaries of NextEra Energy, Inc. (“NextEra”).

¹ Due to an administrative oversight, the role of NEE Operating Services as operator has not previously been addressed in a petition for transfer of operational control. However, at all times Blythe Energy has remained the party responsible for compliance with the Commission’s conditions of certification for the Blythe Energy Project.

Blythe Energy is submitting this petition to reflect a new O&M agreement that will be entered into between Blythe Energy and NEE Operating Services in connection with a transaction involving the sale of the membership interests of the indirect parent of Blythe Energy. In the sale, Amsterdam Generating Company, LLC, a wholly owned subsidiary of LS Power Equity Partners II, L.P., will acquire 100 percent of the membership interests of Blythe Energy Acquisitions, LLC, which owns 100 percent of the membership interests of FPL Energy Blythe, LLC, which owns 100 percent of the membership interests of Blythe Energy. As a result of this sale, Amsterdam Generating Company, LLC will be the new indirect parent of Blythe Energy and Blythe Energy no longer will be affiliated with NextEra. The sale is expected to close in November 2011, and no later than December 31, 2011.²

In connection with the sale, Blythe Energy and NEE Operating Services will enter into a new O&M agreement. Under the new O&M agreement, NEE Operating Services will continue to provide a number of O&M services for the Blythe Energy Project together with all auxiliary equipment, ancillary and associated facilities and equipment, electrical transformers, pipeline, interconnection and metering facilities, including among other things, 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 new O&M agreement will become effective immediately after the closing of the sale described above. Following the sale of Blythe Energy Acquisitions, LLC, Blythe Energy and NEE Operating Services will not be affiliates.

² Based on the Commission's guidance in an order issued for the Carlsbad Energy Center Project, Blythe Energy understands that the pending sale of its indirect parent does not require Commission approval. In the *Committee Order Denying Change of Ownership Petition (Without Prejudice)*, Docket No. 07-AFC-6 (2009), the Commission addressed the requirements of Section 1769(b) and explained that:

Section 1769 does not define "ownership." It refers to "ownership or control of a facility." §1769(b)(1). We do not infer an intention to include indirect owners from that reference. To the contrary, general principles of corporate law hold that the owners of a corporation are not individually responsible for the corporation's obligations. Thus the Energy Commission's regulatory relationship is with the first-line corporate owner of the facility, not with its parent corporations. Parental changes are not relevant to that relationship. (citations omitted)

If this conclusion is not correct or if the prior interpretation of Section 1769(b) is not applicable in this case for any reason, Blythe Energy asks the Commission to approve the change in ownership of its indirect parent that is described above.

After the new O&M agreement is in effect, Blythe Energy will continue to be the entity that is responsible for compliance with the Commission's conditions of certification for the Blythe Energy Project.

Attached as Exhibit A is the Declaration of TJ Tuscai on behalf of NEE Operating Services attesting that, as the operator of the Blythe Energy Project under the existing O&M agreement and under the new O&M agreement described above, NEE Operating Services understands the conditions of certification applicable to the Blythe Energy Project and agrees to comply with those conditions of certification.

Blythe Energy respectfully requests that the Commission approve this petition before November 2011 when the sale of Blythe Energy Acquisitions, LLC is expected to close and the new O&M agreement will become effective.

Blythe Energy appreciates the Commission's consideration of this request.

September 2, 2011

Respectfully submitted,



Lisa A. Cottle
Winston & Strawn LLP
Attorneys for Blythe Energy, LLC

Exhibit A

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

In the Matter of:

BLYTHE ENERGY, LLC'S
BLYTHE ENERGY PROJECT

Docket No. 99-AFC-8C

**DECLARATION OF TJ TUSCAI, VICE-PRESIDENT OF
NEXTERA ENERGY OPERATING SERVICES, LLC**

I, TJ Tuscai, declare as follows:

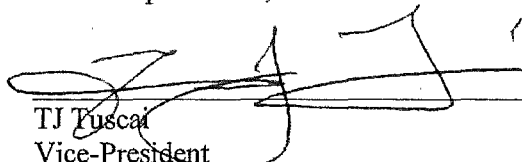
1. I am the Vice-President for NextEra Energy Operating Services, LLC ("NEE Operating Services").
2. Blythe Energy, LLC ("Blythe Energy") is the owner of the Blythe Energy Project and the holder of the Commission license to construct and operate the Blythe Energy Project.
3. Pursuant to an existing operations and maintenance ("O&M") agreement between Blythe Energy and NEE Operating Services, NEE Operating Services provides a number of O&M services for the Blythe Energy 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.
4. In connection with a pending change in ownership of the indirect parent of Blythe Energy, Blythe Energy and NEE Operating Services plan to enter into a new O&M agreement. Under the new O&M agreement, NEE Operating Services will continue to provide a number of O&M services for the Blythe Energy Project together with all auxiliary equipment, ancillary and associated facilities and equipment, electrical transformers, pipeline, interconnection and metering

Exhibit A

facilities, including among other things, 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.

5. I hereby attest that, as the operator of the Blythe Energy Project, NEE Operating Services understands the Commission's conditions of certification for the Blythe Energy 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 Juno Beach, Florida on September 2, 2011.


TJ Tusca
Vice-President
NextEra Energy Operating Services, LLC

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

In the Matter of:

BLYTHE ENERGY, LLC
BLYTHE ENERGY PROJECT

Docket No. 99-AFC-8C

DECLARATION OF SERVICE

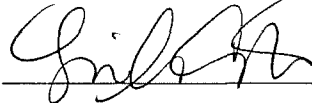
I, Lisa A. Cottle, declare that on September 2, 2011, I filed and served copies of the attached *Petition of Blythe Energy, LLC to Transfer Operational Control of the Blythe Energy Project (Docket No. 99-AFC-8C)* as follows. The original document was sent to the Docket Unit accompanied by a copy of the most recent Proof of Service list located on the Commission's web page for the project at <http://www.energy.ca.gov/sitingcases/blythe/compliance/index.html>. The document has been sent to the Commission's Docket Unit in the following manner:

I sent the original signed document plus 12 copies via Federal Express to the address below:

CALIFORNIA ENERGY COMMISSION
DOCKET UNIT, MS-4
Attn: Docket No. 99-AFC-8C
1516 Ninth Street
Sacramento, CA 95814-5512

In addition to the documents sent to the Commission Docket Unit, I sent a copy of the above-referenced document to the individuals listed on the attached Proof of Service list by depositing the copy in the United States mail at San Francisco, California with first class postage thereon fully prepaid and addressed as provided on the attached Proof of Service list. I also sent an electronic copy to each individual for whom an electronic mail address is listed on the attached Proof of Service list. In accordance with the attached Proof of Service list, I did not send a copy to the individuals listed under the heading "Internal Distribution List."

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



Lisa A. Cottle

WWW.ENERGY.CA.GOV / SITINGCASES / BLYTHE / PROOF OF SERVICE

STATE OF CALIFORNIA - THE RESOURCES AGENCY

Gray Davis, Governor

CALIFORNIA ENERGY COMMISSION
1516 Ninth Street
Sacramento CA 95814
website:www.energy.ca.gov



STATE OF CALIFORNIA

Energy Resources Conservation and Development Commission

In the Matter of:)	Docket No.: 99-AFC-8C
)	
Application for Certification for the)	
Blythe Energy Project)	*Revised 05/24/05
_____)	

I, _____ name _____, declare that on _____ date _____ I deposited
copies of the attached _____ document _____ in the United States mail at
_____ city _____ with first class postage thereon fully prepaid and
addressed to the following:

DOCKET UNIT

Send the original signed document plus
the required 12 copies to the address below:

CALIFORNIA ENERGY COMMISSION

DOCKET UNIT, MS-4
Attn: Docket No. 99-AFC-8C
1516 Ninth Street

Sacramento, CA 95814-5512

* * * *

In addition to the documents sent to the
Commission Docket Unit, also send individual
copies of any documents to:

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

[signature]

* * * *

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Parties **DO NOT** mail to the following individuals.
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