



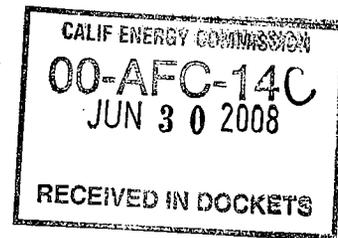
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June 30, 2008

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**VIA HAND DELIVERY AND EMAIL**

Mr. Steve Munro  
Compliance Project Manager  
California Energy Commission  
1516 Ninth Street, MS-2000  
Sacramento, CA 95814



**Re: El Segundo Power Redevelopment Project (00-AFC-14C)  
Petition to Amend to Change Name of Owning Entity**

Dear Mr. Munro:

Please find enclosed herein El Segundo Power II LLC's Petition to Amend ("Petition") the February 2005 Final Decision on the El Segundo Power Redevelopment Project ("ESPR") to change the owning entity of ESPR from El Segundo Power II LLC ("ESP II") to El Segundo Energy Center LLC ("ESEC"). ESEC, a Delaware LLC, was created to facilitate the transfer of ownership and all related rights to facilitate financing of the project. As is described in the enclosed Petition, ESEC has the same ownership interest in the project and structure as has ESP II. Thus, the requested change does not seek approval of any new ownership interests in ESPR.

Moreover, while ESPR awaits approval of another Petition to Amend (the "First PTA"), which seeks several project modifications, the instant Petition will have no affect on the information or data provided in support of the First PTA. Further, as is supported by Exhibit B to this Petition, ESEC agrees to comply with all Conditions of Certification set forth in the February 2005 ESPR Final Decision, as well as any and all new or modified Conditions of Certification set forth in the pending approval of the First PTA.

As approval of the requested change is necessary to facilitate financing, the Petitioner respectfully requests expedited review and approval of this administrative change. Preferably, ESP II hopes this administrative change can be approved at the July 30, 2008 California Energy Commission Business Meeting.



Mr. Steve Munro  
June 30, 2008  
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Should you have any questions or concerns regarding this Petition, please do not hesitate to contact me directly at (916) 447-0700.

Respectfully submitted,

John A. McKinsey

JAM:kjh

Enclosures

cc: Mr. Keith Richards, El Segundo Energy Center LLC  
Mr. George Piantka, El Segundo Energy Center LLC  
Mr. David Lloyd, NRG West  
Mr. Michael Tierney, NRG West

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

|                                |   |                                     |
|--------------------------------|---|-------------------------------------|
| <b>In the Matter of:</b>       | ) | <b>Docket No. 00-AFC-14C</b>        |
|                                | ) |                                     |
|                                | ) | <b>PETITION TO AMEND TO CHANGE</b>  |
| <b>EL SEGUNDO POWER</b>        | ) | <b>NAME OF OWNING ENTITY FROM</b>   |
| <b>REDEVELOPMENT PROJECT</b>   | ) | <b>EL SEGUNDO POWER II LLC TO</b>   |
|                                | ) | <b>EL SEGUNDO ENERGY CENTER LLC</b> |
| <b>EL SEGUNDO POWER II LLC</b> | ) |                                     |
|                                | ) |                                     |

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**I. INTRODUCTION**

This Petition seeks to amend the Final Decision issued by the California Energy Commission (“CEC”) for the El Segundo Power Redevelopment Project (“ESPR”), 00-AFC-14 to recognize a transfer of ownership of the Project Owner of ESPR. Petitioner requests review and approval of this administrative change as the transfer of ownership, and all rights related thereto, is necessary to facilitate the financing of ESPR.

**II. SUMMARY AND ANALYSIS OF PROPOSED CHANGE**

Effective February 26, 2008, El Segundo Energy Center LLC (“ESEC”) a Delaware LLC, was created to facilitate the transfer of ownership and all related rights from El Segundo Power II LLC (“ESP II”) to ESEC.<sup>1</sup> ESEC is an indirect, wholly owned subsidiary of NRG Energy, Inc. ESEC has the same ownership interest in the project and structure as has ESP II; hence, there would be no difference in the actual operations of or responsibilities at ESPR. Thus this change, while technically a transfer of ownership, does not seek approval of any new ownership interests in ESPR; rather, such change requests recognition of a new entity that would replace the existing entity, ESP II.

ESPR currently has another Petition to Amend the Final Decision (the “First PTA”) pending review before the CEC. The First PTA requested several project modifications and was submitted for CEC review on June 19, 2007. The instant Petition will have no affect on the information or data provided in support of the First PTA.

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<sup>1</sup> Attached as Exhibit A to this Petition are copies of the Certificate of Formation of ESEC and a Certificate of Good Standing for ESEC, each issued by the Secretary of State of the State of Delaware.

**III. INFORMATION REQUIRED PURSUANT TO SECTION 1769(A)(1) OF TITLE 20 OF THE CALIFORNIA CODE OF REGULATIONS**

- A. Complete description of the proposed modifications (including new language for any conditions that will be affected) - Section 1769(a)(1)(A)

The proposed modification is to simply change the owning entity from El Segundo Power II LLC, a Delaware LLC, to El Segundo Energy Center LLC, also a Delaware LLC. No changes to any conditions of certification are required to implement this change. Currently, most conditions use the term “project owner” to identify the project owner. It is already understood that ESEC would assume the role of project owner. While it is possible to change the conditions of certification to read “ESEC” rather than “project owner,” such would be an unnecessary burden for this type of administrative change.

- B. Necessity for the proposed modification - Section 1769(a)(1)(B)

This change is needed so as to allow the transfer of ownership of ESPR from ESP II to ESEC in an effort to facilitate financing of the Project. The financing of the project will mark a key step toward the development of sorely needed electric generating capacity in California, in particular the Southern California region. The ownership change is also needed sooner than the decision on the First PTA.

- C. If the modification is based upon information that was known by the petitioner during the certification proceeding, an explanation why the issue was not raised at that time - Section 1769(a)(1)(C)

This change is not sought based on information that was known to the Petitioner at the time of the certification proceeding.

- D. If the modification is based on new information that changes or undermines the assumptions, rationale, findings, or other bases of the final decision, an explanation of why the change should be permitted - Section 1769(a)(1)(D)

The need for the change in ESPR’s project owner is, in part, founded upon the project’s financing needs. In addition, ESPR has engaged in a recently executed Power Purchase Agreement. However, no additional or new information set forth herein undermines any assumptions, rationales, findings, or other bases of neither the Final Decision nor any other information prepared in support of the First PTA.

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- E. An analysis of the impacts the modification may have on the environment and proposed measures to mitigate any significant adverse impacts - Section 1769(a)(1)(E)

Changing the entity that owns ESPR will have no effect on the environment. For that reason, no measures are required to mitigate potential environmental effects.

- F. Impacts of the modification on the facility's ability to comply with applicable laws, ordinances, regulations, and standards - Section 1769(a)(1)(F)

There will be no impact of the ability of the facility to comply with any laws, ordinances, regulations or standards. ESEC is a properly created and registered entity (see Exhibit A). ESEC is also an indirectly, wholly owned subsidiary of NRG Energy Inc. and the change will not result in a change in personnel managing this project.

- G. How the changes will affect the public - Section 1769(a)(1)(G)

There will be no effect on the public resulting from changing the owning entity.

- H. Property owners potentially affected by the changes - Section 1769(a)(1)(H)

No property owners will be affected by this change. The name of the project, its address, representatives, and status are not affected by this change.

- I. Potential effect on nearby property owners, the public, and the parties in the application proceedings - Section 1769(a)(1)(J)

There will be no affect on parties to the original application proceeding. The Final Decision issued in the original application proceeding was more than three years ago and this type of change is not expected to affect any parties.

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## V. CONCLUSION

Because changing the owning entity of ESPR is a minor, administrative change, and because all information required by Title 20 of the California Code of Regulations, section 1769, is provided, ESP II respectfully requests the CEC to approve this Petition. Because this change is needed quickly to facilitate financing of ESPR, which was recently awarded a power purchase agreement, ESP II respectfully requests this Petition be approved expeditiously.

Dated: June 26, 2008

STOEL RIVES, LLP

By: 

John A. McKinsey

Attorneys for El Segundo Power II LLC and  
El Segundo Power Energy Center LLC

**EXHIBIT A**

CERTIFICATE OF FORMATION AND CERTIFICATE OF GOOD STANDING  
EL SEGUNDO ENERGY CENTER LLC

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# Delaware

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## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EL SEGUNDO ENERGY CENTER LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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080228145



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

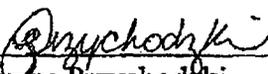
AUTHENTICATION: 6408287

DATE: 02-26-08

**CERTIFICATE OF FORMATION  
OF  
EL SEGUNDO ENERGY CENTER LLC**

1. **Name:** The name of the limited liability company is El Segundo Energy Center LLC.
2. **Registered Office:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. **Organizer:** The name and address of the sole organizer of the limited liability company is Lynne Przychodzki, NRG Energy, Inc., 211 Carnegie Center, Princeton, NJ 08540.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of El Segundo Energy Center LLC this 26th day of February, 2008.

  
\_\_\_\_\_  
Lynne Przychodzki  
Authorized Person

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "EL SEGUNDO ENERGY CENTER LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2008, AT 4:12 O'CLOCK P.M.



4510138 8100

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6408286

DATE: 02-26-08

**EXHIBIT B**

DECLARATION OF KEITH RICHARDS IN SUPPORT OF  
PETITION TO AMEND TO CHANGE NAME OF OWNING ENTITY FROM  
EL SEGUNDO POWER II LLC TO EL SEGUNDO ENERGY CENTER LLC

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

|                                |   |   |
|--------------------------------|---|---|
| <b>In the Matter of:</b>       | ) | <b>Docket No. 00-AFC-14C</b>            |
|                                | ) |   |
|                                | ) | <b>DECLARATION OF KEITH RICHARDS IN</b> |
| <b>EL SEGUNDO POWER</b>        | ) | <b>SUPPORT OF PETITION TO AMEND TO</b>  |
| <b>REDEVELOPMENT PROJECT</b>   | ) | <b>CHANGE NAME OF OWNING ENTITY</b>     |
|                                | ) | <b>FROM EL SEGUNDO POWER II LLC TO</b>  |
| <b>EL SEGUNDO POWER II LLC</b> | ) | <b>EL SEGUNDO ENERGY CENTER LLC</b>     |
|                                | ) |   |

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I, Keith Richards, declare:

1. I am the Vice President of El Segundo Energy Center LLC (“ESEC”), an indirect, wholly owned subsidiary of NRG Energy, Inc. I have personal knowledge of the matters set forth herein and could competently testify thereto if called as a witness to this proceeding.
2. In or about February 2005, El Segundo Power II LLC (“ESP II”) received from the California Energy Commission a Final Decision approving the El Segundo Power Redevelopment Project’s (“ESPR”) Application for Certification.
3. Subsequently, on or about June 19, 2007, ESP II filed a Petition to Amend the Final Decision (“First PTA”), which requested several project modifications to ESPR.
4. ESP II requests the Commission to approve the instant Petition to change owning entity of ESPR from El Segundo Power II LLC to El Segundo Energy Center LLC, as quickly as possible.
5. Approval of the requested change is necessary to allow the transfer of ESPR from ESP II to ESEC. This, in turn, will facilitate financing of the project, which is needed prior to the decision on the First PTA.

6. The instant Petition will have no effect on the information or data provided in support of the First PTA. Further, the instant Petition requests no changes to any Conditions of Certification.
7. ESEC agrees to comply with all Conditions of Certification set forth in the February 2005 ESPR Final Decision as well as any and all new or modified Conditions of Certification set forth in the pending approval on the First PTA.

This declaration is made under penalty of perjury under the laws of the State of California and is executed at ~~Cypress~~ California on the date set out below.

DATED: June 27, 2008

  
\_\_\_\_\_  
KEITH RICHARDS, VICE PRESIDENT  
EL SEGUNDO ENERGY CENTER LLC

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