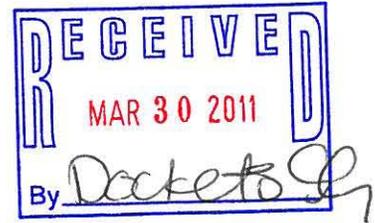


STATE OF CALIFORNIA

Energy Resources Conservation  
and Development Commission



In the Matter of:

HUNTINGTON BEACH GENERATING  
STATION RETOOL PROJECT,  
UNITS 3 AND 4

Docket No. 00-AFC-13C

PETITION TO AMEND  
CHANGE IN OWNERSHIP OF  
AES HUNTINGTON BEACH GENERATING STATION

March 30, 2011

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Attorneys for AES HUNTINGTON BEACH, LLC

**STATE OF CALIFORNIA**

**Energy Resources Conservation  
and Development Commission**

**In the Matter of:**

**HUNTINGTON BEACH GENERATING  
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CHANGE IN OWNERSHIP OF  
AES HUNTINGTON BEACH GENERATING STATION**

**I. INTRODUCTION**

This Petition seeks to amend the Final Decision<sup>1</sup> issued by the California Energy Commission (“Commission”) for the Huntington Beach Generating Station, 00-AFC-13C, to recognize the transfer of ownership of Huntington Beach Generating Station, Units 3 and 4 (“Units 3 and 4”) from AES Huntington Beach, L.L.C. (“AES” or “Petitioner”) to Edison Mission Huntington Beach, LLC (“EMHB”).

Petitioner requests the Commission review and approve this administrative change for transfer of ownership of Units 3 and 4 pursuant to Title 20, California Code of Regulations, section 1769(b)(2)<sup>2</sup> (“[t]he commission may approve changes in ownership or operational control after fourteen days notice.”).

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<sup>1</sup> The Final Decision for Units 3 and 4 was issued May 10, 2001.

<sup>2</sup> Unless otherwise stated, all authority cited to herein refers to Title 20 of the California Code of Regulations.

## II. SUMMARY AND ANALYSIS OF PROPOSED CHANGE

Edison Mission Huntington Beach, LLC, a Delaware limited liability company, was created to facilitate the transfer of ownership related rights of Units 3 and 4 from AES to EMHB.<sup>3</sup> EMHB is an indirect, wholly owned subsidiary of Edison Mission Energy. EMHB will own the generating units themselves, Units 3 and 4. EMHB will assign AES the duty of operating Units 3 and 4 for EMHB, but retain, of course, the responsibility to the CEC for compliance with the conditions of certification of the Final Decision. AES will retain its ownership of the underlying land at Units 3 and 4 and thus remain the property owner.

### A. Information Required Pursuant to California Code of Regulations, Section 1769(a)

This section summarizes the effects any proposed modification to the Final Decision as set forth in Section 1769(a). In summary, this proposed amendment to the Final Decision is simply requesting to change the owning entity from AES to EMHB. (See Section 1769(a)(1)(B).) Currently, most, if not all, conditions of certification use the term “project owner” to identify the owning entity of Units 3 and 4. Therefore, no changes to any conditions of certification are required to implement this amendment.

In addition, the change is not sought based on information that was known to the Petitioner at the time of the original proceeding. (Section 1769(a)(1)(C).) The modification does not change or undermine the assumptions, rationale, findings or other bases of the Final Decision. (Section 1769(a)(1)(D).) The reason for the change in ownership is to facilitate the AES’ sale of certain assets, specifically Units 3 and 4, to EMHB. (Section 1769(a)(1)(D).) Changing the owning entity of Units 3 and 4 from AES to EMHB will have no effect on the

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<sup>3</sup> Attached hereto as **Exhibit A** is true and correct copy of the Certificate of Good Standing from the Secretary of State of the State of Delaware. In addition, EMHB is an active limited liability company in good standing with the State of California. A true and correct copy of the Certificate of Good Standing from the Secretary of State of the State of California is also attached hereto as Exhibit A.

environment. Therefore, no measures are required to mitigate potential environmental impacts. (Section 1769(a)(1)(E).)

This proposed amendment to change the owning entity of Units 3 and 4 will have no impact on the facility's ability to comply with the applicable laws ordinances, regulations, and standards. (Section 1769(a)(1)(F).) EMHB is a properly created and registered entity under the laws of the states of Delaware and California. (See **Exhibit A.**) This ownership change will have no effect on the public or the property's owner. The name of the project, its address, and status will have no affect by this change. (Sections 1769(a)(1)(G) and (a)(1)(H), respectively.) Finally, this proposed modification to the Final Decision will have no affect on the parties to the original application for certification proceeding, any nearby property owners, or the public. (Section 1769(a)(1)(I).)

**B. Information Required Pursuant to Section 1769(b)**

This section discusses the proposed transfer of ownership and operational control of Units 3 and 4, including the operational relationship between the owner and operator, the party responsible for compliance with the Commission's conditions of certification set forth in the Final Decision, and a statement by the new owner indicating its comprehensive understanding of and agreement to comply with such conditions of certification.

**1. Discussion of significant changes, if any, in the operational relationship between the owner and operator.**

Ownership of the physical units themselves, Units 3 and 4, will be transferred to EMHB as will the permit to operate the facility issued by South Coast Air Quality Management District, and as will, with approval of this petition, the Final Decision. AES will retain ownership of the real property located at the project site. EMHB will also assign to AES responsibilities to operate Units 3 and 4 for EMHB. Thus, facially, little will change as to the day to day contact between

the project and CEC Staff. AESHB personnel will be acting as the representatives of and operator of Units 3 and 4 for EMHB.

**2. Party responsible for compliance with the Commission's conditions of certification.**

EMHB will be responsible for compliance with the Commission's conditions of certification. EMHB, as the new owner and operator, understands and agrees to comply with those conditions of certification. As such, attached hereto as **Exhibit B** is the Declaration of Jenifer Morris Lee, Vice President of EMHB, attesting that EMHB will be the party responsible for compliance with conditions of certification set forth in the Final Decision and any subsequent amendments thereto (see, for example, Revisions to Condition of Certification, BIO-7, dated October 19, 2010).

**III. CONCLUSION**

Changing the owning entity of Units 3 and 4 is a minor, administrative change. In addition, all information required by Title 20 of the California Code of Regulations, section 1769, is provided herein. As such, AES respectfully requests the Commission to approve this petition.

Date: March 30, 2011

Stoel Rives LLP

  
for John A. McKinsey  
Attorneys for Applicant  
AES HUNTINGTON BEACH, LLC

EXHIBIT A  
CERTIFICATES OF GOOD STANDING  
(DELAWARE AND CALIFORNIA)

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDISON MISSION HUNTINGTON BEACH, 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-NINTH DAY OF MARCH, A.D. 2011.

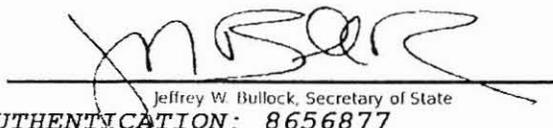
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4950884 8300

110353593

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8656877

DATE: 03-29-11

**State of California**  
**Secretary of State**

CERTIFICATE OF STATUS

ENTITY NAME: EDISON MISSION HUNTINGTON BEACH, LLC

REGISTERED IN CALIFORNIA AS: EDISON MISSION HUNTINGTON BEACH, LLC

FILE NUMBER: 201107010262  
REGISTRATION DATE: 03/11/2011  
TYPE: FOREIGN LIMITED LIABILITY COMPANY  
JURISDICTION: DELAWARE  
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is qualified to transact intrastate business in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 28, 2011.

*Debra Bowen*

**DEBRA BOWEN**  
Secretary of State

EXHIBIT B  
DECLARATION OF JENIFER MORRIS LEE  
(DATED MARCH 29, 2011)

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STATE OF CALIFORNIA

Energy Resources Conservation  
and Development Commission

In the Matter of:

HUNTINGTON BEACH GENERATING  
STATION RETOOL PROJECT,  
UNITS 3 AND 4

Docket No. 00-AFC-13C

DECLARATION OF JENIFER MORRIS  
LEE IN SUPPORT OF PETITION TO  
AMEND FINAL DECISION TO CHANGE  
OWNING ENTITY FROM  
AES HUNTINGTON BEACH L.L.C.  
TO  
EDISON MISSION  
HUNTINGTON BEACH, LLC

I, Jenifer Morris Lee, declare as follows:

1. I am the Vice President of Edison Mission Huntington Beach, LLC, (“EMHB”) an indirect, wholly owned subsidiary of Edison Mission Energy. I have personal knowledge of the matters set forth herein and could competently testify thereto if called as a witness to this proceeding.
2. AES Huntington Beach L.L.C. (“AES”) has submitted the instant Petition to Amend (“Petition”) the Huntington Beach Generating Station (“Units 3 and 4”) Final Decision to change the owning entity from AES to EMHB subject to satisfaction of the conditions to closing the purchase. Approval of this Petition is necessary to allow transfer of Units 3 and 4 from AES to EMHB.
3. This Petition will have no effect on the information or data provided in support of this Commission’s Final Decision or any subsequent amendments. Further, this Petition requests no changes to any conditions of certification.

4. Upon completion of the ownership transfer, EMHB agrees to, or to compel AES as lessee to, comply with and be responsible for all conditions of certification set forth in the May 2001 Final Decision as well as any and all new or modified conditions of certification set forth in any amendments subsequent to the Final Decision.

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

DATED: 3-29-11

  
JENNIFER MORRIS LEE  
EDISON MISSION HUNTINGTON  
BEACH, LLC