

California Energy Commission

DOCKETED
09-AFC-7C

TN # 65936

JUN 25 2012

June 25, 2012

California Energy Commission
Docket Unit
1516 Ninth Street
Sacramento, CA 95814-5512

Subject: **PETITION FOR OWNERSHIP TRANSFER FROM PALEN SOLAR
I TO NALEP SOLAR PROJECT I, LLC
PALEN SOLAR POWER PROJECT
DOCKET NO. (09-AFC-7)**

Enclosed for filing with the California Energy Commission is the original of **PETITION
FOR OWNERSHIP TRANSFER FROM PALEN SOLAR I TO NALEP SOLAR
PROJECT I, LLC**, for the Palen Solar Power Project (09-AFC-7).

Sincerely,



Marie Fleming

Scott A. Galati
GALATIBLEK LLP
455 Capitol Mall
Suite 350
Sacramento, CA 95814
(916) 441-6575

STATE OF CALIFORNIA

Energy Resources
Conservation and Development Commission

In the Matter of:

Application for Certification for the
PALEN SOLAR POWER PROJECT

DOCKET NO: 09-AFC-7

**PETITION FOR OWNERSHIP
TRANSFER FROM PALEN SOLAR I
TO NALEP SOLAR PROJECT I, LLC**

INTRODUCTION

This Petition seeks to transfer ownership of the Final Decision for the Palen Solar Power Project (PSPP), 09-AFC-7, from Palen Solar I LLC (PSI) to Nalep Solar Project I, LLC, a wholly owned, indirect subsidiary of BrightSource Energy, Inc. (BSE) This Petition is prepared pursuant to 20 CCR 1769 (b). Section 1769 (b) requires this Petition to include:

- (A) a discussion of any significant changes in the operational relationship between the owner and operator;
- (B) a statement identifying the party responsible for compliance with the commission's conditions of certification; and
- (C) a statement verified by the new owner or operator in the same manner as provided in Section 1707 that the new owner or operator understands the conditions of certification and agrees to comply with those conditions.

The remainder of the Petition sets forth information responsive to these requirements.

CHANGES IN OPERATIONAL RELATIONSHIP

On April 2, 2012 PSI filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United State Bankruptcy Court for the District of Delaware (the Bankruptcy Court) captioned *In re Solar Trust of America, LLC, et al.*, Case No. 12-11136 (KG). On June 21, 2012 pursuant to the Bankruptcy Court approved auction procedures, BrightSource Energy, Inc. was selected as the highest bidder for the PSPP. Subject to the satisfaction of closing conditions and approval of the Bankruptcy Court, Nalep Solar Project I, LLC will be the owner of the PSPP. Nalep Solar Project I, LLC intends to file a Petition For Amendment with the Commission to utilize the BSE's solar thermal technology on the PSPP site.

RESPONSIBLE PARTY

Upon closing Nalep Solar Project I, LLC will be the party responsible for compliance with the Conditions of Certification. Nalep Solar Project I, LLC's legal address and contact person are:

Nalep Solar Project I, LLC
c/o BrightSource Energy, Inc.
1999 Harrison Street, Suite 2150
Oakland CA 94612
Attn: Stephen A. Wiley, SVP – US Development

VERIFICATION

Attached is a verified statement that Nalep Solar Project I, LLC understands the conditions of certification contained in the Final Decision and agrees to comply with those conditions.

Dated: June 25, 2012

Respectfully Submitted,



Scott A Galati
Counsel to Palen Solar I, LLC

STATE OF CALIFORNIA

Energy Resources
Conservation and Development Commission

In the Matter of:

Application for Certification for the
PALEN SOLAR POWER PROJECT

DOCKET NO: 09-AFC-7

**DECLARATION OF STEPHEN A.
WILEY IN SUPPORT OF PETITION
FOR OWNERSHIP TRANSFER FROM
PALEN SOLAR I TO NALEP SOLAR
PROJECT I, LLC**

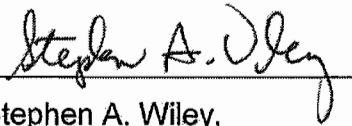
I, Stephen A. Wiley, declare:

1. I am the Senior Vice President, US Development of BrightSource Energy, Inc., the indirect, sole owner of Nalep Solar Project I, LLC. I have personal knowledge of the matters set forth herein and could competently testify thereto if called as a witness to this proceeding.
2. On June 21, 2012, BrightSource Energy, Inc. participated in Bankruptcy Court auction proceedings, *In re Solar Trust of America, LLC, et al.*, Case No. 12-11136 (KG), and was selected as the high bidder for the Palen Solar Power Project.
3. Subject to Bankruptcy Court approval and the satisfaction of closing conditions, Nalep Solar Project I, LLC will be the owner of the Palen Solar Power Project.
4. Approval of the Petition For Ownership Transfer by the California Energy Commission is a condition to closing.
5. The Petition For Ownership Transfer will have no effect on the information or data provided in support of, nor the Conditions of Certification contained in the Final Decision.

6. Nalep Solar Project I, LLC agrees to comply with all Conditions of Certification set forth in the Final Decision.

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

DATED: June 25, 2012

A handwritten signature in black ink that reads "Stephen A. Wiley". The signature is written in a cursive style and is positioned above a horizontal line.

Stephen A. Wiley,
SVP, US Development
BrightSource Energy, Inc.



BEFORE THE ENERGY RESOURCES CONSERVATION AND DEVELOPMENT
COMMISSION OF THE STATE OF CALIFORNIA
1516 NINTH STREET, SACRAMENTO, CA 95814
1-800-822-6228 – WWW.ENERGY.CA.GOV

APPLICATION FOR CERTIFICATION
FOR THE *PALEN SOLAR POWER*
PLANT PROJECT

Docket No. 09-AFC-7

PROOF OF SERVICE
(Revised 8/27/10)

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*indicates change

DECLARATION OF SERVICE

I, Marie Fleming, declare that on June 25, 2012, I served and filed copies of the attached **PETITION FOR OWNERSHIP TRANSFER FROM PALEN SOLAR I TO NALEP SOLAR PROJECT I, LLC**. The original document, filed with the Docket Unit, is accompanied by a copy of the most recent Proof of Service list, located on the web page for this project at:

[http://www.energy.ca.gov/sitingcases/solar_millennium_palen]

The documents have been sent to both the other parties in this proceeding (as shown on the Proof of Service list) and to the Commission's Docket Unit, in the following manner:

(Check all that Apply)

FOR SERVICE TO ALL OTHER PARTIES:

- sent electronically to all email addresses on the Proof of Service list;
 by personal delivery;
 by delivering on this date, for mailing with the United States Postal Service with first-class postage thereon fully prepaid, to the name and address of the person served, for mailing that same day in the ordinary course of business; that the envelope was sealed and placed for collection and mailing on that date to those addresses **NOT** marked "email preferred."

AND

FOR FILING WITH THE ENERGY COMMISSION:

- sending an original paper copy and one electronic copy, mailed and emailed respectively, to the address below (**preferred method**);

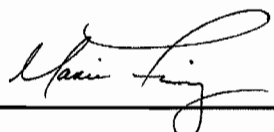
OR

- depositing in the mail an original and 12 paper copies, as follows:

CALIFORNIA ENERGY COMMISSION

Attn: Docket No. 09-AFC-7
1516 Ninth Street, MS-4
Sacramento, CA 95814-5512
docket@energy.state.ca.us

I declare under penalty of perjury that the foregoing is true and correct, that I am employed in the county where this mailing occurred, and that I am over the age of 18 years and not a party to the proceeding.



Marie Fleming