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CONFIDENTIAL VERSION

June 13, 2011

Mr. Honesto Gatchalian
Energy Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: PG&E's Comments on Draft Resolution E-4405

Dear Mr. Gatchalian:

Pacific Gas and Electric Company ("PG&E") submits the following comments on Draft Resolution E-4405 ("Draft Resolution"), which was issued on May 18, 2011, with a June 13, 2011 comment deadline.

Introduction

The Draft Resolution denies, without prejudice, PG&E's Advice Letter 3759-E, which requests Commission approval of a renewable purchase power agreement ("PPA") with a new solar photovoltaic ("PV") facility ("Project") being developed by North Star Solar, L.L.C. ("North Star Solar"). The Draft Resolution rejects the North Star Solar PPA on the grounds that the contract price is not competitive with the following options: (1) projects currently being offered to PG&E; and (2) bilateral contracts that PG&E was negotiating during the period that the PPA was being evaluated.

The Draft Resolution Should Be Withdrawn and the Commission Should Approve the PPA.

1. The Draft Resolution Should Not Compare the Project To Projects Available After Execution of the PPA or Submission of the Advice Letter.

The Draft Resolution's primary basis for rejection of the North Star Solar PPA is that the proposed contract price is unreasonably high compared to other renewable portfolio standard ("RPS") eligible projects that have been recently offered to PG&E.¹ Specifically the Draft Resolution states that "highly viable projects with more competitive pricing currently exist in the

¹ Draft Resolution, pp. 6 and 7 (Finding and Conclusion 1).

marketplace based upon 2010 and 2011 solicitation,” including PG&E’s February 2011 solar photovoltaic solicitation.²

The North Star Solar PPA resulted from PG&E’s 2009 RPS Solicitation. PG&E evaluated the bid offered by North Star Solar consistent with the protocol set forth in PG&E’s Commission-approved 2009 Solicitation protocol. As explained in the Advice Letter filing, PG&E conducted a thorough evaluation of the terms and conditions of the contract, PG&E’s need for additional renewable resources, the Project’s expected online date, the viability of the Project and experience of the developers, and available alternatives. PG&E executed the North Star Solar PPA in November 2010, based upon a finding that the Project was highly viable and competitively priced compared to the options available to PG&E, would deliver directly to the California Independent System Operator (“CAISO”) grid, and would contribute to PG&E’s RPS goals.

Rejecting the North Star Solar PPA based upon a comparison to options that were not available at the time of negotiation and execution could undermine the goals of California RPS program. California has been at the forefront of efforts to promote development of renewable resources, as evidenced by the recent signing of 33% legislation. The development of new renewable energy generation facilities, however, is subject to many uncertainties and risks. Tight credit markets and reduced capital availability have presented challenges to those seeking to increase the availability of renewables to meet future electricity needs. In addition, developers face hurdles relating to permitting and siting, technology, fuel supply, transmission capacity, and regulatory and legal requirements.

The Commission plays a critical role in the development of renewable resources to support the state’s goals through the review and approval of PPAs, as well as through policy decisions regarding the structure of the RPS program. Rejecting proposed projects based on comparisons to potential projects that were not available at the time of negotiation and execution of a contract creates a new standard that will result in additional regulatory uncertainty for all potential projects. Developers will face this uncertainty when projects that seem competitive when proposed may later be rejected in comparison to a standard that did not exist at the time of evaluation, negotiation, and execution of the contract. This retroactive evaluation approach increases the regulatory risk for potential projects. It could also lead to less viable projects that are not as far along in the development process and perverse bidding strategies by developers who want to be successful in solicitations but are also aware that approval of their offers may be based on a market situation, including equipment, financing and/or permitting costs, that does not exist at the time of their bid. Consequently, the Commission should limit the consideration of proposed PPAs in comparison to alternatives available at the time of execution, rather than create a new standard for review of RPS PPAs.

2. The North Star Solar PPA is Competitive with Alternatives Available at Execution.

Under the Commission’s Least Cost Best Fit (“LCBF”) methodology, the North Star Solar PPA is extremely competitive with the alternatives available to PG&E at the time of execution. In

² Draft Resolution, p. 2.

order to meet RPS goals, it is critical that PG&E enter into PPAs for proposed projects that actually become operational at expected, competitive costs.

The North Star Solar PPA meets these goals. The North Star Solar Project is highly viable with developers with considerable experience in permitting, financing, construction, and operating power plants throughout the United States. [Redacted]

[Redacted]

[Redacted] Thus, PG&E has not

identified significant equipment procurement, permitting, transmission, or financing obstacles. These factors make the Project more likely than most that it will successfully meet PPA milestones for construction start and the 2013 commercial online date.³ There are few other facilities that have been proposed to PG&E, other than existing projects already online, which offer this high probability of near-term delivery of renewable power.

The PPA's market value is competitive against the 2009 RFO bids and bilateral offers considered by PG&E at the time of negotiation and execution. Moreover, the Project's connection to the CAISO grid in Fresno Country [Redacted]

In contrast, the vast majority of the bilateral offers to which the Commission compared the North Star Solar Project in Confidential Appendix A to the Draft Resolution have been withdrawn or negotiations were terminated because the projects did not remain competitive. For example, developers withdrew offers for the [Redacted]

[Redacted] and negotiations were terminated for various reasons for the [Redacted]

[Redacted]

[Redacted] In other cases, developers withdrew offers when they determined that they were unable to commit to the terms and conditions offered at the time or the projects faced challenges in obtaining/maintaining financing, and the developers subsequently requested to be rebid later into the 2011 RPS solicitation. This occurred with [Redacted]

[Redacted] Finally, several of the projects became unavailable for

other reasons, whether because the counterparty failed to respond to PG&E's communications

[Redacted] or because the project's output was sold to another party [Redacted]

[Redacted]

As a result, of the bilateral projects considered by the Commission in Confidential Appendix A, only 2 of the projects have resulted in executed PPAs: PG&E has executed PPAs with [Redacted]

[Redacted]

[Redacted]

[Redacted] Thus PG&E demonstrated the need for and reasonableness of the North Star Solar PPA.

³ See Advice Letter, Appx. A at A3.

⁴ See Advice Letter, Appx. A at A3.

⁵ The developer was asked to bid into the 2011 RPS solicitation.

⁶ The developer was asked to bid into the 2011 RPS solicitation.

Conclusion

In order to achieve the goals of renewable resource development, the Commission should evaluate the proposed PPA based upon alternatives available at the time of negotiation and execution of the PPA. In comparison to the alternatives available to PG&E, the North Star Solar PPA is competitively priced, highly viable, and would meet PG&E's RPS needs. Thus, PG&E respectfully requests that the Commission withdraw the Draft Resolution and issue a new Resolution approving the PPA.

Request for Confidential Treatment

In support of PG&E's comments on the draft resolution, PG&E is submitting confidential information in the manner directed by Decision ("D.") 08-04-023 and the August 22, 2006, Administrative Law Judge's Ruling Clarifying Interim Procedures for Complying with D.06-06-066 to demonstrate the confidentiality of the material and to invoke the protection of confidential utility information provided under either the terms of the IOU Matrix, Appendix 1 of D.06-06-066 and Appendix D of D.08-04-023, or General Order 66-C. A separate "Declaration Seeking Confidential Treatment" regarding the confidential information is being filed concurrently with PG&E's comments.

Sincerely,

Handwritten signature of Brian Cherry in cursive script.

Vice President - Regulation and Rates

cc: President Michael R. Peevey
Commissioner Timothy A. Simon
Commissioner Mike Florio
Commissioner Catherine J.K. Sandoval
Commissioner Mark Ferron
Julie Fitch, Director, Energy Division
Paul Douglas, Energy Division
Cheryl Lee, Energy Division
Sean Simon, Energy Division
Service List for R.11-05-005

**DECLARATION OF DAVID LEWIS
SEEKING CONFIDENTIAL TREATMENT
FOR CERTAIN DATA AND INFORMATION CONTAINED IN COMMENTS TO
DRAFT RESOLUTION E-4405
(PACIFIC GAS AND ELECTRIC COMPANY - U 39 E)**

I, David Lewis declare:


1. I am presently employed by Pacific Gas and Electric Company ("PG&E") and have been an employee since 2008. I am Director of Renewable Transactions at PG&E. In this position, I am responsible for structuring, negotiating, and executing a variety of transactions which may include power purchase agreements, tax equity investments, joint venture or partnership arrangements with counterparties in the business of producing electric energy. In carrying out these responsibilities, I have acquired knowledge of such sellers in general and, based on my experience in dealing with facility owners and operators, I am familiar with the types of data and information about their operations that such owners and operators consider confidential and proprietary.

2. Based on my knowledge and experience, and in accordance with Decision ("D.") 08-04-023 and the August 22, 2006 the "Administrative Law Judge's Ruling Clarifying Interim Procedures for Complying with Decision 06-06-066," I make this declaration seeking confidential treatment of comments to Draft Resolution E-4405 submitted on June 13, 2011.

3. Attached to this declaration is a matrix identifying the data and information for which PG&E is seeking confidential treatment. The matrix specifies that the material PG&E is seeking to protect constitutes the particular type of data and information listed in Appendix 1 of D. 06-06-066 and Appendix C of D. 08-04-023 ("the IOU Matrix"), or constitutes information that should be protected under General Order 66-C. The matrix also specifies the category or categories in the IOU Matrix to which the data and information corresponds (where applicable),

and why confidential protection is justified. Finally, the matrix specifies that: (1) that PG&E is complying with the limitations specified in the IOU Matrix for that type of data or information (where applicable); (2) that the information is not already public; and (3) that the data cannot be aggregated, redacted, summarized or otherwise protected in a way that allows partial disclosure. By this reference, I am incorporating into this declaration all of the text in the attached matrix that is pertinent to this filing.

I declare under penalty of perjury, under the laws of the State of California that, to the best of my knowledge, the foregoing is true and correct. Executed on June 13, 2011, at San Francisco, California.


David Lewis

PACIFIC GAS AND ELECTRIC COMPANY
Confidential Comments to Draft Resolution E-4405
June 13, 2011

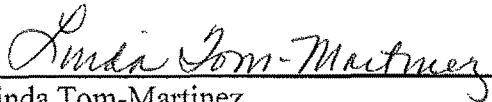
IDENTIFICATION OF CONFIDENTIAL INFORMATION PER DECISION 06-06-056 AND DECISION 06-04-023

Redaction Reference	1) The material submitted constitutes a particular type of data listed in the Matrix, appended as Appendix 1 to D.06-06-056 and Appendix C to D.06-04-023 (Y/N)	2) Which category or categories in the Matrix the data correspond to:	3) That it is complying with the limitations on confidentiality specified in the Matrix for that type of data (Y/N)	4) That the information is not already public (Y/N)	5) The data cannot be aggregated, redacted, summarized, masked or otherwise protected in a way that allows partial disclosure (Y/N)	PG&E's Justification for Confidential Treatment	Length of Time	
1	Document: Confidential Comments to Draft Resolution E-4405							
2	PG&E Confidential Comments to Draft Resolution E-4405	Y	Item VIII A) Bid information. Item VI G) Renewable Resource Contracts under RPS program - Contracts without SEPs. Item VII (un-numbered category following VII G) Score sheets, analyses, evaluations of proposed RPS projects.	Y	Y	Y	This document contains bid information from the 2009 solicitation and discusses, analyzes and evaluates the terms of the PPAs. Disclosure of this information would provide valuable market sensitive information to competitors. Since negotiations are still in progress with bidders from the 2005, 2006, 2007, 2008, and 2009 solicitations and with other counterparties, this information should remain confidential. Release of this information would be damaging to negotiations. Furthermore, the counterparty to the PPAs has an expectation that the terms of the PPAs will remain confidential pursuant to confidentiality provisions in the PPAs.	For information covered under Item VIII A), remain confidential until after final contracts submitted to CPUC for approval For information covered under Item VII G) and Item VII (un-numbered category following VII G), remain confidential for three years after the commercial operation date

CERTIFICATE OF SERVICE

I certify that I have by mail, e-mail, or hand delivery this day served a true copy of Pacific Gas and Electric Company's public version of comments on Draft Resolution E-4405, regarding PG&E's Advice Letter 3759-E on:

- 1) Commissioners Michael Peevey, Mark Ferron, Mike Florio, Catherine Sandoval, and Timothy Simon
- 2) Karen Clopton – Chief Administrative Law Judge
- 3) Julie Fitch – Director, Energy Division
- 4) Frank Lindh – General Counsel
- 5) Jason Simon – Energy Division
- 6) Paul Douglas – Energy Division
- 7) Sean Simon – Energy Division
- 8) Cheryl Lee – Energy Division
- 9) Honesto Gatchalian – Energy Division
- 10) Maria Salinas – Energy Division
- 11) Service List R.11-05-005



Linda Tom-Martinez
PACIFIC GAS AND ELECTRIC COMPANY

Date: June 13, 2011



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Utilities Commission

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