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June 10, 2011

Al Wright, Manager
Energy Facility Site Evaluation Council
P.O. Box 43172
Olympia, Washington 98504

Re: Cherry Point Cogeneration Project - Transfer of SCA

Dear Al:

We are writing to request that the Site Certification Agreement ("SCA") for the Cherry Point Cogeneration Facility be transferred from Cherry Point Cogen LLC to its affiliate BP West Coast Products, LLC.

In 2004, the State of Washington and BP West Coast Products LLC entered into an SCA authorizing the construction and operation of a natural gas-fired cogeneration facility adjacent to BP's Cherry Point Refinery in Whatcom County. Since then, EFSEC has approved three amendments to the SCA by resolution. See Resolution Nos. 317, 322 and 323.

In 2008, BP reorganized its corporate affiliates and transferred responsibility for the cogeneration project from BP West Coast Products LLC to Cherry Point Cogen LLC. Through adoption of Resolution No. 323, EFSEC approved the transfer of the SCA to Cherry Point Cogen LLC.

BP is now involved in another corporate reorganization and, as a result, responsibility for the cogeneration project will be transferred back to BP West Coast Products LLC. Accordingly, on behalf of both BP affiliates, we ask EFSEC to approve the transfer of the SCA back to BP West Coast Products LLC. The remainder to this letter addresses the requirements for SCA transfer set forth in the Council's regulations at WAC 463-66-100.

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Perkins Coie LLP and Affiliates

WAC 463-66-100 provides in pertinent part as follows:

No site certification agreement, any portion of a site certification agreement, nor any legal or equitable interest in such an agreement issued under this chapter shall be transferred, assigned, or in any manner disposed of (including abandonment), either voluntarily or involuntarily, directly or indirectly, through transfer of control of the certification agreement or the site certification agreement owner or project sponsor without express council approval of such action. In the event a site certification agreement is to be acquired via a merger, leveraged buy-out, or other change in corporate or partnership ownership, the successor in interest must file a formal petition under the terms of this section to continue operation or other activities at the certificated site.

(1) A certification holder seeking to transfer or otherwise dispose of a site certification agreement must file a formal application with the council including information about the new owner required by WAC 463-60-015 and 463-60-075 that demonstrate the transferee's organizational, financial, managerial, and technical capability to comply with the terms and conditions of the original site certification agreement including council approved plans for termination of the plant and site restoration. The council may place conditions on the transfer of the certification agreement including provisions that reserve liability for the site in the original certification holder.

* * *

(3) The council shall require any person who submits an application to acquire a site certification agreement under provisions of this section to file a written consent from the current certification holder, or a certified copy of an order or judgment of a court of competent jurisdiction, attesting to the person's right, subject to the provisions of chapter 80.50 RCW et seq. and the rules of this chapter, to possession of the energy facility involved.

(4) After mailing a notice of the pending application for transfer of the site certification agreement to all persons on its mailing list, the council shall hold an informational hearing on the application. Following the hearing the council may approve an application for transfer of the site certification agreement if the council determines that:

(a) The applicant satisfies the provisions of WAC 463-60-015 and 463-60-075;

(b) The applicant is entitled to possession of the energy facility described in the certification agreement; and

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(c) The applicant agrees to abide by all of the terms and conditions of the site certification agreement to be transferred and has demonstrated it has the organizational, financial, managerial, and technical capability and is willing and able to comply with the terms and conditions of the certification agreement being transferred

(5) The council shall issue a formal order either approving or denying the application for transfer of the site certification agreement. If the council denies the request, it shall state the reasons for its denial.

The requirements for requesting a transfer of the SCA are addressed in turn below:

- **WAC 463-66-100(1) – Written Request**

This subsection requires the submission of a written request and requires that the request to include the information about the owner required by WAC 463-60-015 and 463-60-075.

By this letter, we are requesting on behalf of the Certificate Holder Cherry Point Cogen LLC that EFSEC transfer the SCA to BP West Coast Products LLC.

WAC 463-60-015 requires a general description of the new owner's organization and affiliations. BP West Coast Products LLC is a limited liability company formed under the laws of Delaware. It is wholly-owned by BP p.l.c.

WAC 463-60-075 directs BP West Coast Products to "set forth insurance, bonding or other arrangements" maintained by the company. At all times following commencement of construction, BP West Coast Products will maintain or cause to be maintained on its behalf the types of insurance required by federal, state and local ordinance or law, and by lenders. In particular, it will maintain commercial liability insurance, automobile insurance and workers' compensation and unemployment insurance comparable to that described in Appendix A of the April 2003 Revised Application. With respect to site restoration, BP West Coast Products LLC will comply with the financial assurance requirements found in SCA Article IV.A.

BP West Coast Products agrees to abide by all of the terms and conditions of the SCA upon transfer. BP West Coast Products is the current operator of BP's Cherry Point Refinery. It has the organizational, financial, managerial and technical capability to operate the cogeneration project and comply with the SCA requirements.

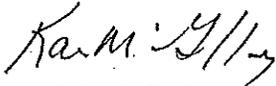
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- **WAC 463-66-100(3) – Consent**

Attached to this letter is a letter from Mark Snell, Vice President of Cherry Point Cogen LLC, providing the consent of Cherry Point Cogen LLC to the transfer of the SCA to BP West Coast Products LLC.

For the foregoing reasons, and pursuant to WAC 463-66-100, we ask that the Council approve the transfer of the SCA to BP West Coast Products LLC. Please feel free to contact me directly if you have any questions regarding this request.

Sincerely,



Karen M. McGaffey

cc: Jeff Chalfant, BP

CHERRY POINT COGEN LLC

501 Westlake Park Boulevard
Houston, TX 77079

June 1, 2011

Al Wright, Manager
Energy Facility Site Evaluation Council
P.O. Box 43172
Olympia, Washington 98504

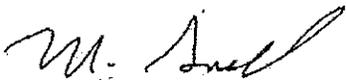
Re: Cherry Point Cogeneration Project

Dear Mr. Wright:

Cherry Point Cogen LLC is the current holder of the Site Certification Agreement for the Cherry Point Cogeneration Project. Pursuant to Washington Administrative Code 463-66-100(3), Cherry Point Cogen LLC hereby consents to the transfer of the Site Certification Agreement to BP West Coast Products LLC.

Please feel free to contact our attorney, Karen McGaffey at 206-359-6368, or to contact me directly at 713-354-2146, if you have any questions regarding this consent.

Sincerely,



Mark S. Snell,
Vice President

