ALJ/JRO/abb **Date of Issuance 9/8/2026**

Decision 26-09-011 September 3, 2026

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Joint Application by Zenith Energy Terminals Holdings, LLC, Zenith Energy West Coast Terminals LLC (PLC-28), and Seaview West Coast Logistics LLC, for Approval of Transfer of Control of Zenith Energy West Coast Terminals LLC Pursuant to California Public Utilities Code Section 854(a), for Approval to Assume the Obligations of a Parent Pursuant to California Public Utilities Code Section 830, and for an Order Pursuant to California Public Utilities Code Section 851(a) to Encumber Public Utility Assets.	Application 25-12-021

DECISION GRANTING TRANSFER OF CONTROL OF ZENITH ENERGY TERMINALS WEST COAST TERMINALS LLC TO SEAVIEW WEST COAST LOGISTICS AND RELATED REQUESTS

Summary

This decision approves transfer of ownership of Zenith Energy Terminals West Coast LLC from Zenith Energy Holdings LLC to Seaview West Coast Logistics, LLC. It also authorizes Seaview West Coast Logistics, LLC to encumber the assets of Zenith Energy Terminal West Coast LLC. The change in ownership is not a project subject review under the California Environmental Quality Act.

The proceeding is closed.

1. Background

On December 31, 2025, Zenith Energy Terminals Holdings LLC (Zenith Holdings), Zenith Energy West Coast Terminals LLC (Zenith West Coast) (collectively, Zenith), and Seaview West Coast Logistics, LLC (Seaview) filed Application (A.) 25-12-021. The application seeks Commission approval for Seaview to acquire Zenith Holdings from Zenith West Coast, for Seaview to encumber Zenith West Coast's equity and assets, and for Zenith West Coast to become liable for the obligations of Seaview West Coast Finance LLC by issuing a guarantee for the financing of the proposed acquisition.

In Decision (D.) 25-05-008, issued on May 20, 2025, the Commission authorized Zenith West Coast to transfer certain assets (Studebaker Assets) to a wholly owned subsidiary, 690 N. Studebaker LLC (Studebaker). Studebaker and the Studebaker Assets subject to D.25-05-008 are not included in the transaction proposed by this application.

A prehearing conference was held on March 2, 2026. On May 15, 2026, the assigned commissioner issued a scoping ruling setting the issues to be determined.

The application is unopposed.

1.1. Parties to the Transaction

Zenith Holdings is a limited liability company organized under the laws of Delaware and headquartered in New Jersey. Zenith West Coast is a limited liability company organized under the laws of Delaware and headquartered in Cerritos, California. Zenith West Coast is a wholly owned subsidiary of Zenith

Holdings. Zenith West Coast owns and operates oil terminal and storage facilities in Southern California.

Seaview is a limited liability company organized under the laws of Delaware, headquartered in New York, and authorized to do business in California. Seaview was formed for the purpose of owning Zenith. Seaview is a wholly owned subsidiary of Seaview West Coast Finance LLC, which is a wholly owned subsidiary of Seaview Infrastructure Partners LLC. Each were formed for purposes of the proposed transaction and are owned by Davidson Kempner Capital Management LP and Intrepid Investment Management, LLC.

1.2. Description of the Proposed Transaction

Zenith West Coast currently owns 120 miles of oil pipeline facilities, 50 miles of which are active. The pipeline connects a marine berth at the Port of Long Beach to Los Angeles area petroleum refineries and associated pumping and heating stations. Zenith West also owns oil storage facilities with a nominal capacity of 5.7 million barrels that support the terminal and pipeline operations.

The transaction involves transfer of control of Zenith West Coast. Seaview will purchase Zenith Holdings' interests in Zenith West Coast. Seaview proposes to finance the transaction through the new debt and equity capital, including debt that encumbers the Zenith West Coast assets.

The transaction is strictly a transfer of control and related financing transactions. No facilities construction or changes to the assets that might result in a direct or reasonably foreseeable indirect physical change to the environment are proposed

1.3. 690 N. Studebaker LLC

In D.25-05-008, issued on May 15, 2025, the Commission approved Zenith West Coast's application to transfer its Alamitos Terminal along with a tank and easement to Studebaker. Zenith West Coast and Studebaker filed Advice Letter (AL) 6-O seeking approval for Zenith West Coast to discontinue operations at the Alamitos Terminal. The Studebaker Assets approved for transfer in D.25-05-008 are not subject to the transactions involved in the present application.

1.4. Submission Date

This matter was submitted on May 15, 2026, upon the issuance of the Assigned Commissioner's Scoping Memo and Ruling.

2. Issues Before the Commission

The issues to be determined are:

1. Is the proposed transfer of ownership of Zenith Holdings from Zenith West Coast to Seaview pursuant to Public Utilities Code Section 854, subdivision (a)[1], reasonable?
2. Should the Commission authorize Seaview to encumber the assets of Zenith Holdings pursuant to Section 851(a) and to authorize Zenith Holdings to assume obligations of its parent company pursuant to Section 830?
3. What, if any, action should the Commission take to harmonize the decision in this proceeding with the transaction approved in D.25-05-008?
4. Is the proposed transfer of ownership exempt from the provisions of the California Environmental Quality Act?

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[1] Statutory references are to the Public Utilities Code.

3. Section 854 Compliance

Public Utilities (Pub. Util.) Code Section 854(a) requires Commission authorization before a company may "merge, acquire, or control either directly or indirectly any public utility organized and doing business in this state." The Commission has broad discretion to determine whether a particular transaction is in the public interest and should be approved under Section 854(a). In keeping with past decisions interpreting Section 854(a), the appropriate standard to determine whether we should approve the transfer of ownership of Zenith West Coast is whether the transaction is "adverse to the public interest."[2]

The record indicates that Seaview has sufficient funds and experience to operate Zenith West Coast. Seaview's parent company is owned and operated by Davidson Kempner and Intrepid. Davidson Kempner and Intrepid are private investment firms with extensive experience in the ownership and management of energy infrastructure and logistics assets of the type owned and operated by Zenith West Coast. Each has experience operating companies like Zenith West Coast. Seaview will retain the current Chief Financial Officer as the new Chief Executive Officer of Zenith West Coast. The Current Chief

[2] *See*, *e.g.*, Decision Approving Ownership Transfer of Lodi Gas Storage L.L.C., D.14-12-013, A.14-09-001 (December 4, 2014); Decision Approving Change in Ownership and Control of Central Valley Gas Storage, LLC, D.11-05-030, A.11-01-021 (May 26, 2011); Opinion Approving Transfer of 100% Interest in Lodi Gas Storage, LLC to Buckeye Gas Storage LLC, D.08-01-018, A.07-07-025 (July 27, 2007); Opinion Approving, With Conditions, Transfer of Control and Related Financing, and Exempting Ancillary Transaction from Public Utilities Code Section 852 Pursuant to Section 583(b), D.06-11-019 at 14, A.06-05-033 (November 9, 2006) (In re Joint Application of Wild Goose Storage Inc., et al.); Opinion Approving Transfer of 50% Interest in Lodi Holdings, LLC, D.05-12-007, A.05-08-031 (December 1, 2005).

Commercial Officer will remain with Zenith West Coast as President of the Company. Each has worked at Zenith West Coast for more than a decade.

The record indicates that the proposed transaction will not be adverse to competition within the market. Seaview and its parent companies do not own other energy or terminaling services in California. Further, the transaction is subject to antitrust review by the Federal Trade Commission and the United States Department of Justice.

The proposed transfer is not adverse to the public interest. Zenith West Coast and its ownership are fiscally sound. The management team possesses sufficient industry experience to safely and responsible operate Zenith West Coast.

4. Encumbrance of Zenith Holding's Assets

Pub. Util. Code Section 830 requires our approval before a regulated entity may assume any obligation or liability on behalf of a parent or affiliate if the term of the obligation exceeds 12 months. Similarly, Pub. Util. Code Section 851 requires our approval before a utility may encumber its property. The application seeks authorization for Zenith West Coast to become a guarantor under a credit facility and the issuance of a security interest in the Zenith West Coast assets in order to fund the transaction. The guaranty and security interest issued on behalf of Seaview and its parent entity are an encumbrance with a proposed term of greater than 12 months. Accordingly, they are subject to Sections 830 and 851.

Pub. Util. Code Sections 829, subdivision (c) and 853, subdivision (b), authorize the Commission to exempt a utility from Sections 830 and 851 preapprovals if we find that the public interest does require application of the preapproval requirement. We have found that where energy operations are not subject to a cost-of-service rate-of-return regulatory framework, ratepayers do not bear the risk of the operators investments and operational costs. Zenith West Coast operates under market rates.[3] It is not subject to cost-of-service, rate-of-return regulation. Accordingly, exemption from Sections 851 and 830 is appropriate. Seaview may encumber Zenith West Coast's assets without prior Commission approval.

5. Studebaker Is Not Subject to the Terms of This Decision.

In D.25-05-008, we approved the transfer of assets from Zenith West Coast to the newly formed Studebaker. The transfer is final and requires no further regulatory approval. Studebaker and its assets are not a part of Zenith West Coast and are not subject to this transaction or our decision today, nor is AL 6-O.

6. CEQA Review

Under the California Environmental Quality Act (CEQA) and Rule 2.4 of the Commission's Rules of Practice and Procedure, the Commission considers whether the activity proposed by the application involves the Commission's discretionary powers; will result in a direct or reasonably foreseeable indirect

[3] *See* Application of Lodi Gas Storage, D.00-12-026 at 7; Application of Lodi Gas Storage, D.04-03-020 at 5; Application of Gill Ranch Storage, D.09-10-035 at 54-56; Application of Central Valley Gas Storage, D.10-10-001 at 41; Application of Wild Goose Storage and Lodi Gas Storage, D.17-10-014; Application of Wild Goose Storage and Lodi Gas Storage, D.18-10-029; Application of Wild Goose Storage and Lodi Gas Storage, D.21-11-020; and Application Central Valley Gas Storage, L.L.C., Southern Company, and Caliche Development Partners II, LLC, D.23-08-033.

physical change in the environment; or does not meet CEQA's definition of project.[4]

There are instances where a change of ownership and/or control may result in a project subject to CEQA review of environmental impacts.[5] The change in control of Zenith West Coast and the related transactions do not propose any direct or indirect physical change to the environment. Accordingly, the transaction is not subject to CEQA.[6] No further environmental review is necessary.

7. Motion for Confidential Treatment of Portions of the Application

The applicants filed a joint motion seeking leave to file portions of the application under seal and to maintain the confidentiality of certain material. The applicants filed a redacted public version of the application and an unredacted confidential version of the application Exhibits A, B, and C of the application were filed confidentially. The confidential information includes information about the ownership and financial structure of various private entities that are not subject to Commission regulation, valuation of participants in the transaction, operational information, and financing mechanisms.

The disclosure of the confidential documents is not in the public interest. It could result in financial harm to the transacting entities and increase costs

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[4] Pub. Res. Code § 15060.

[5] Projects must have the potential to cause direct or indirect a physical change to the environment in order to be subject to CEQA. Cal. Code Regs., tit. 14, § 15378.

[6] *See* Cal. Code Regs., tit. 14, § 15061.

borne by the public. Accordingly, the motion for confidential treatment is granted.

The confidential version of applications and Exhibits A, B, and C of the application are granted confidential treatment for three years. If applicants believe that it is necessary for this information to remain under seal for longer than three years, applicants may file a motion showing good cause for extending this order by no later than 30 days before the expiration of the grant of confidentiality.

8. Summary of Public Comment

Rule 1.18 allows any member of the public to submit written comment in any Commission proceeding using the "Public Comment" tab of the online Docket Card for that proceeding on the Commission's website. Rule 1.18(b) requires that relevant written comment submitted in a proceeding be summarized in the final decision issued in that proceeding. No comments were posted to the Docket Card in this proceeding.

9. Procedural Matters

This decision affirms all rulings made by the Administrative Law Judge and assigned Commissioner in this proceeding. All motions not ruled on are deemed denied.

10. Public Comment is Waived Per Rule 14.6(c)(2)

The application was unopposed and the proposed decision grants the relief requested. Accordingly, the otherwise applicable 30-day period for public review and comment is waived pursuant to Rule 14.6(c)(2) and Pub. Util. Code Section 311(g)(2).

11. Assignment of Proceeding

Matthew Baker is the assigned Commissioner and Jacob L. Rambo is the assigned Administrative Law Judge in this proceeding.

Findings of Fact

1. Seaview and its parent companies have sufficient knowledge and experience in marine petroleum terminaling, shipping, and storage operations to safely operate Zenith West Coast.

2. Seaview and its parent companies have sufficient assets to fund Zenith West Coast's operation.

3. The proposed management team for Zenith West Coast after the transaction has sufficient knowledge and experience in the industry to safely operate the company.

4. Application of Pub. Util. Code Sections 830 and 851 is not necessary in the public interest because Zenith West Coast utilizes market-based rates and is not subject to cost-of-service, rate-of-return rate setting.

5. The transaction approved in D.25-05-008 between Zenith West Coast and Studebaker is complete. The assets involved are not subject to this transaction.

6. The transaction does not propose any direct or indirect physical change to the environment.

7. This application is uncontested and this decision grants the requested relief.

Conclusions of Law

1. The proposed transactions should be granted under Section 854(a) because they are not adverse to the public interest.

2. The transaction should be exempt from the preapproval requirements of Section 851, subdivision (a) and Section 830 pursuant to Sections 829, subdivision (c) and 853, subdivision (b).

3. The confidential version of the application and Exhibits A, B, and C to the application should be kept under seal for a period of three years from the issuance date of this decision.

4. The public comment period should be waived pursuant to Rule 14.6(c)(2).

5. A.25-12-021 should be closed.

O R D E R

IT IS ORDERED that:

1. The transfer of ownership of Zenith West Coast Terminals LLC from Zenith Energy Terminal Holdings LLC to Seaview West Coast Logistics, LLC is approved.

2. Seaview West Coast Logistics LLC's (Seaview) request to encumber utility assets and issue guarantees is exempt from Public Utilities Code Sections 830 and 851.

3. Confidential treatment of the confidential version of the application and Exhibits A, B, and C to the application is granted for a period of three years after the issuance date of this decision. During this three-year period, the information shall not be publicly disclosed except on further Commission order or Administrative Law Judge ruling. If Zenith Energy Terminals Holdings LLC, Zenith West Coast Terminals LLC (PLC-28), and Seaview West Coast Logistics LLC (applicants)believe that it is necessary for this information to remain under seal for longer than three years, applicants may file a motion showing good

cause for extending this order by no later than 30 days before the expiration of this order.

4. Application 25-12-021 is closed.

This order is effective today.

Dated September 3, 2026, at Sacramento, California.

JOHN REYNOLDS
President
DARCIE L. HOUCK
KAREN DOUGLAS
MATTHEW BAKER
CHRISTINE HARADA
Commissioners