Before the Public Service Commission

STATE OF GEORGIA

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In Re: :

Georgia Power Company’s : DOCKET NO.: 27488

2015 Request for Proposals.

:

:

PETITION OF GRP Franklin, LLC

**FOR CHANGE OF CONTROL AND AMENDMENT OF**

**BIOMASS POWER PURCHASE AGREEMENTS**

**WITH GEORGIA POWER COMPANY**

Comes now, GRP FRANKLIN, LLC (“GRP Franklin”) and files this Petition seeking approval of a change of control and amendment to its “Contract for the Purchase of Firm Capacity and Energy from a Renewable Qualifying Facility Utilizing the Proxy Unit Methodology” (“Franklin PPA”) entered with Georgia Power Company (“GPC” or “the Company”) for the purpose of transfer of control thereof to Gaelectric Renewable Energy Developments, Ltd. (“GRED”) and a corresponding amendment to the Franklin PPA to extend the Required Commercial Operation Date (“RCOD”). GRP Franklin and GPC entered the Franklin PPA on June 15, 2015, pursuant to certain orders issued by the Georgia Public Service Commission (the “Commission”) in this docket.[[1]](#footnote-1) Pursuant thereto, GRP Franklin is developing a renewable energy biomass generation project in Franklin County, Georgia at parcels 011-48, 011-49 and 011-47(c) in Carnesville, Franklin County, Georgia. The Franklin PPA authorizes GRP Franklin to sell and GPC to purchase up to fifty-eight (58) MW of electricity.[[2]](#footnote-2) This Petition seeks Commission approval to allow GRP Franklin to transfer control of its Franklin County biomass facility and interests in and to the Franklin PPA to GRED to allow GRED to acquire majority ownership in GRP Franklin. The confidential proposal for GRED’s acquisition of majority ownership in GRP will be provided to the Commission’s Staff and the Company for review.

For the reasons set forth herein, GRP’s Petition for Approval of a Change of Control to allow GRED to acquire majority ownership in GRP Franklin is necessary to the advancement and completion of GRP Franklin’s biomass generation facility and, therefore, should be granted. The Commission has consistently approved prior change of control requests in Docket No. 27488, *In re: Georgia Power Company’s 2015 Requests for Proposals*.[[3]](#footnote-3) In doing so, the Commission has demonstrated its commitment to facilitate the development and completion of biomass projects.

Consistent with this Commission precedent and to facilitate the completion of GRP Franklin’s biomass generation facility, GRP Franklin requests Commission authority, for the following:

Approve the Transfer of majority ownership in GRP Franklin to GRED:

GRP Franklin asks the Commission to approve a transfer of a majority ownership to GRED. Based in Ireland, GRED is an independent utility with significant ownership in renewable energy generation projects, particularly biomass generation facilities. It has the capacity to design, engineer, construct, maintain and operate GRP Franklin’s biomass generation facility. It has the technical expertise to carry out all remaining development activity associated therewith. Its financial resources will support completion of the GRP Franklin facility. Upon the financial close of GRED’s purchase of a majority share of GRP Franklin, the Franklin facility will continue to be developed and operated by GRP Franklin. GRP Franklin believes that the Company will defer to the Commission’s direction on transfer of control, if this Petition is approved.

Approve Amendment of the Franklin PPA to Extend RCOD:

Paragraph 2.7 of the GRP Franklin PPA sets RCOD at June 1, 2017. The Franklin PPA also requires GRP Franklin to pay specified liquidated damages to GPC up to June 1, 2018 in order to achieve commercial operation. To facilitate the change of control, GRP Franklin requests that RCOD and the liquidated damages period be extended from June 1, 2018 to June 1, 2019.

CONCLUSION

GRP Franklin’s Petition for Change of Control and Amendment of Biomass Power Purchase Agreements with Georgia Power Company should be granted. GRP Franklin requests expedited consideration of its request to allow the change of control of its Franklin County, Georgia biomass generation facility to GRED in order to facilitate the completion of the plant and allow it to come on line and commence generation.

This 24th day of January, 2017.

**GALLOWAY & LYNDALL, LLP**

Counsel for Georgia Renewable Power, LLC

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CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the foregoing petition of GRP Franklin, LLC for Change of Control and Amendment of Biomass Power Purchase Agreements with Georgia Power Company upon the following persons by causing electronic copies of the same to be transmitted to each interested party that has supplied a valid email address, and all other parties to be served via e-mail or first class mail with adequate postage affixed thereon and deposited in the united states mail addressed as follows:

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This \_\_\_\_\_ day of January, 2017.

**GALLOWAY & LYNDALL, LLP**

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Counsel for Georgia Renewable Power, LLC

1. GRP Franklin’s biomass facility in Franklin County resulted from GRP Franklin’s acquisition of two existing PPAs between GPC and Fort Gaines Energy, LLC (“Ft. Gaines”) for fifty (50) MWs approved by the Commission on May 31, 2013 Order Approving Contract, *In re: Executed Qualifying Facility Proxy Contract between Georgia Power Company and Fort Gaines Energy, LLC*, Docket 27488, Document 148156 (May 31, 2013) and Green Energy Partners, LLC (“GEP”) for 28 MWs approved by the Commission on December 26, 2013 (Order Approving Contracts, *In re: Executed Qualifying Facility Proxy Contracts between Georgia Power Company and Green Energy Partners, LLC and Albany Green Energy, LLC*, Docket 27488, Document 151204 (Dec. 26, 2013)). with the addition of two (2) MW to the GEP PPA on February 9, 2015 (Order Approving Additional Proxy-Price Capacity Contract Amendments, *In re: Georgia Power Company’s 2015 Request for Proposals*, Docket 27488, Document 157060 (Feb. 9, 2015). [↑](#footnote-ref-1)
2. Franklin PPA at section 8.1. [↑](#footnote-ref-2)
3. *E.g.*, Order Approving Amendments to MAS Georgia LFG, LLC’s Oak Grove, Pine Ridge and Richland Creek and MAS Georgia QF, LLC’s Eagle Point Qualifying Facility Proxy Contracts, *In re: Georgia Power Company’s 2015 Request for Proposals*, Docket No. 27488, Document 162242 (Feb. 22, 2016); Order Approving Change of Control Transactions between First Generation Energy, LLC and Carolina Energy Partners II, LLC, *In re: Georgia Power Company’s 2015 Request for Proposals*, Docket No. 27488, Document 160512 (Oct. 14, 2016); Order Approving Change of Control between Georgia Renewable Power, LLC and Fort Gaines Energy, LLC, Green Energy Partners, LLC , and North Star Jefferson, LLC, *In re: Georgia Power Company’s 2015 Request for Proposals*, Docket No. 27488, Document 155074 (Sept. 11, 2014). [↑](#footnote-ref-3)