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IN RE: GEORGIA POWER COMPANY'S 2015 LARGE SCALE SOLAR OFFERING

ORDER APPROVING CONSENTS FOR GA SOLAR 1 AND GA SOLAR 2

On December 28, 2011, the Georgia Public Service Commission ("Commission") approved two executed Large-Scale Solar Power Purchase Agreements between Georgia Power Company ("Georgia Power" or "Company") and Solar Design & Development, LLC ("SDD"). The approved contracts were for sixteen (16) megawatts ("MW") of energy from the Camilla SFDP Facility in Mitchell County and three (3) MW from the Camp SFDP Facility in Meriwether County. Through subsequent Commission approvals for Consents to Change of Control Transactions, the two projects were renamed GA Solar 1, LLC (Camilla) and GA Solar 2, LLC (Camp).

The current direct owner of the GA Solar 1, LLC ("GA Solar 1") and GA Solar 2, LLC ("GA Solar 2") projects is GA Solar Holdings, LLC ("Solar Holdings"), which is in turn directly owned by GA Solar Portfolio, LLC, whose upstream owner is Axium US Solar Holdings LLC. GA Solar 1 and GA Solar 2 terminated Commission-approved leaseback transactions with BA Leasing BSC, LLC ("BA Leasing") on December 20, 2021 ("Leaseback Terminations") and further consummated transactions wherein the respective Project Company re-acquired ownership of its Facility from BA Leasing ("Buy-Back Transactions").

In addition, Solar Holdings intends to assign and grant a security interest in the Project Companies and the Project Companies intend to assign and grant a security interest in the Facilities and the PPAs to Mizuho Bank (USA), solely in its capacity as collateral agent ("Collateral Agent").

Finally, the Project Companies retained NorthStar Energy Management, LLC to operate and maintain the Facilities on behalf of the Project Companies, which, pursuant to Section 17.1.3 of the PPAs, also requires Georgia Power's written consent.

Georgia Power agreed to consent to (i) the Leaseback Terminations, (ii) the Buy-Back Transactions, (iii) and the collateral assignment of the Project Companies, the Facilities and the PPAs to the Collateral Agent, (iv) the right of the Collateral Agent, but only the Collateral Agent, to become the counterparty to the applicable PPA if there is a default under the loan documents, and (v) the change in operator of the Facilities to NorthStar Energy Management, LLC. In addition, Georgia Power requested to amend Section 17.1.4 of the PPAs to require GA Solar 1 and GA Solar 2 to each pay Georgia Power the amount of twenty-five thousand dollars ($25,000.00) per occurrence for any proposed transaction for which these Project Companies request Georgia Power's consent under Section 17.1.1 or 17.1.3 of the PPAs.

Georgia Power negotiated the consent and amendment documents to provide its consent to the transactions described above ("Consents"). On September 8, 2022, Georgia Power filed a petition with the Commission requesting approval to consent to the transactions. A copy of the Consents has been provided to the Commission Staff ("Staff").

Staff reviewed the GA Solar 1 and the GA Solar 2 Consent documents and recommended approval of Georgia Power's request to consent to the transactions and to execute the Consents. The Commission approved Staff's recommendation at the September 20, 2022 Administrative Session.

* * * * * * * * * * * * *

WHEREFORE IT IS ORDERED that Georgia Power Company's request for approval to consent to the transactions and to execute the Consents concerning GA Solar 1, LLC and GA Solar 2, LLC, is hereby approved.

ORDERED FURTHER, Georgia Power Company's request to amend Section 17.1.4 of the PPAs to require GA Solar 1, LLC and GA Solar 2, LLC to each pay Georgia Power Company the amount of twenty-five thousand dollars ($25,000.00) per occurrence for any proposed transaction for which these Project Companies request Georgia Power Company's consent under Section 17.1.1 or 17.1.3 of the PPAs is approved.

ORDERED FURTHER, that all findings, conclusions, statements, and directives made by the Commission and contained in the foregoing sections of this Order are hereby adopted as findings of fact, conclusions of law, statements of regulatory policy, and orders of this Commission.

ORDERED FURTHER, that a motion for reconsideration, rehearing, or oral argument or any other motion shall not stay the effective date of this Order, unless otherwise ordered by the Commission.

ORDERED FURTHER, that jurisdiction over this matter is expressly retained for the purpose of entering such further Order or Orders as this Commission may deem just and proper.

The above by action of the Commission in Administrative Session on the 20th day of September, 2022.

Sallie Tanner
Executive Secretary

9/26/22
Date

Tricia Pridemore
Chairman

9/26/22
Date