Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308-2216

troutman.com

Judith H. Fuller
judith.fuller@troutman.com

December 8, 2022

Ms. Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Re: Georgia Power Company's Request for Consent Respecting the QF Proxy Contracts with GRP Franklin and GRP Madison; Docket No. 27488

Dear Ms. Tanner:

On April 15, 2015, the Georgia Public Service Commission (the "Commission") issued an Order Approving Consolidation and Amendments of Georgia Power Company's ("Georgia Power") Qualifying Facility ("QF") Proxy Price Power Purchase Agreements ("PPAs"). On June 15, 2015, and November 23, 2015, respectively, Georgia Power entered the Restated Contracts for the Purchase of Firm Capacity and Energy from a Renewable QF Utilizing the Proxy Unit Methodology with GRP Franklin, LLC ("Franklin") and GRP Madison, LLC ("Madison") (collectively, the "Franklin and Madison PPAs").

Currently, GRP Borrower, LLC, a Delaware limited liability company ("GRP Borrower") owns one hundred percent (100%) of the issued and outstanding membership interests in both Franklin and Madison. GRP Borrower wishes to monetize the production tax credits via a tax equity lease structure involving both Franklin and Madison. To effectuate such monetization, both Franklin and Madison intend on entering into lease agreements with GRP TE Lessee, LLC, a Delaware limited liability company (the "Lessee"), a tax equity partnership consisting of GPC EW III LLC, a Delaware limited liability company, as the Class A tax credit investor and GRP Borrower as the Class B sponsor, which constitutes a transfer of an interest in the both the Franklin and Madison facilities (the "Transfers of Interest"). Pursuant to Section 22.1.3 of the PPAs, the Transfers of Interest requires the prior written consent of Georgia Power.

Georgia Power has negotiated the appropriate documents to provide Georgia Power's consent to the Transfers of Interest (the "Consent") and has provided a copy of the Consents to the Commission Staff. Georgia Power hereby requests that the Commission approve Georgia Power's request to execute the Consents.

If you have any questions, please call me at 404-885-3243.

Sincerely,

/s/ Judith H. Fuller
Judith H. Fuller

c: Ms. Jamie Barber, Commission Staff