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IN RE: GEORGIA POWER COMPANY'S 2015 REQUEST FOR PROPOSALS

ORDER APPROVING CONSENT RESPECTING THE QUALIFYING FACILITY PROXY CONTRACTS WITH GRP FRANKLIN, LLC AND GRP MADISON, LLC

On September 19, 2017, the Georgia Public Service Commission ("Commission") approved amendments to the Contracts for the Purchase of Firm Capacity and Energy Utilizing Proxy Methodology between Georgia Power Company ("Georgia Power" or "Company") and GRP Franklin, LLC ("GRP Franklin") and GRP Madison, LLC ("GRP Madison"). The Contract Capacity of both biomass facilities in Franklin County and Madison County remained at 58 megawatts ("MW").

GRP Borrower, LLC, a Delaware limited liability company ("GRP Borrower") owns one hundred percent (100%) of the issued and outstanding membership interests in both GRP Franklin and GRP Madison. GRP Borrower wishes to monetize the production tax credits via a tax equity lease structure involving both GRP Franklin and GRP Madison. To effectuate such monetization, both GRP Franklin and GRP Madison intend on entering into lease agreements with GRP TE Lessee, LLC, a Delaware limited liability company ("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 interest in both the GRP

Franklin and GRP Madison facilities ("Transfers of Interest"). Pursuant to Section 22.1.3 of the PPAs, the Transfers of Interest requires the prior written consent of Georgia Power.

The parties negotiated the appropriate consent documents ("Consents") to provide Georgia Power's written consent to the Transfers of Interest. On December 8, 2022, Georgia Power filed a request for Commission approval to execute such Consents. Copies of the Consents were provided to Commission Staff ("Staff") for review.

Staff reviewed and recommended approval of the Consents. The Commission approved Staff's recommendation at the December 20, 2022 Administrative Session.

* * * * *

WHEREFORE, IT IS ORDERED, that Georgia Power Company's request for approval to execute the Consents concerning GRP Franklin, LLC and GRP Madison, LLC, is hereby 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 these matters 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 at its Administrative Session on the 20th day of December, 2022.

Sallie Tanner
Executive Secretary

12-30-22
Date

Tricia Pridemore
Chairman

12-30-22
Date