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DOCKET NO. 43814



**IN RE: GEORGIA POWER COMPANY'S APPLICATION FOR THE
CERTIFICATION OF THE 2022/2023 UTILITY SCALE RENEWABLE
POWER PURCHASE AGREEMENTS**

**ORDER APPROVING CONSENT TO CHANGE OF CONTROL TRANSACTION
CONCERNING CED TIMBERLAND SOLAR, LLC**

On July 7, 2021, the Georgia Public Service Commission ("Commission") approved an executed 2022/2023 Utility Scale Renewable Power Purchase Agreement ("PPA") between Georgia Power Company ("Georgia Power" or "Company") and CED Timberland Solar, LLC ("CED Timberland"). The approved PPA is for thirty (30) years of energy and capacity benefits and the related Environmental Attributes and Electrical Products from a 140 megawatts ("MW") solar facility, located in Oglethorpe County, Georgia, with a Required Commercial Operation Date ("RCOD") of November 30, 2023. Subsequently, on April 22, 2022, the Commission approved Georgia Power's request for approval of an amendment to the PPAs that were certified by the Commission in this docket. Georgia Power specifically requested, which the Commission approved, that the RCOD be modified from November 30, 2023, to November 30, 2024.

Consolidated Edison, Inc. owns one hundred percent (100%) of the issued and outstanding shares of Con Edison Clean Energy Businesses, Inc. ("Con Edison Clean Energy Businesses"), which in turn owns one hundred percent (100%) of the issued and outstanding shares of

Consolidated Edison Development, Inc. ("Consolidated Edison Development"), which in turn owns and controls one hundred percent (100%) of the issued and outstanding membership interests in CED Timberland. Consolidated Edison intends to sell one hundred percent (100%) of the issued and outstanding shares of Con Edison Clean Energy Businesses to RWE Renewables Americas, LLC, a Delaware limited liability company ("RWE Renewables"). This constitutes a Change of Control Transaction, pursuant to Section 18.1.4 of the CED Timberland PPA, which requires the written consent of Georgia Power.

Georgia Power negotiated the appropriate documents to provide Georgia Power's consent to the Change of Control transaction ("Consent"). On February 10, 2023, Georgia Power filed a petition with the Commission requesting approval of the Change of Control transaction. A copy of the Consent was provided to the Commission Staff ("Staff") for review.

Staff reviewed the CED Timberland Consent document and recommended approval of Georgia Power's request to consent to the transaction and to execute the Consent. The Commission approved Staff's recommendation at the February 21, 2023 Administrative Session.

* * * * *


WHEREFORE IT IS ORDERED that Georgia Power Company's request for approval to consent to the transaction and to execute the Consent concerning CED Timberland Solar, LLC, is hereby approved.

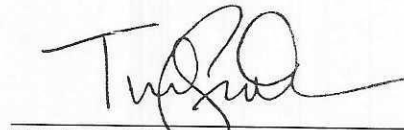
ORDERED FURTHER, that all findings, conclusions, statements, and directives made by the Commission and contained in the foregoing sections of this Order are hereby adopted as findings of fact, conclusions of law, statements of regulatory policy, and orders of this Commission.

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 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 21st day of February, 2023.


Sallie Tanner
Executive Secretary


Tricia Pridemore
Chairman

2-21-23
Date

2-21-23
Date