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DOCKET NO. 25471

IN RE: DOCKET NO. 25471: FIRESIDE NATURAL GAS LLC's APPLICATION FOR NATURAL GAS CERTIFICATE OF AUTHORITY

ORDER APPROVING THE CHANGE IN OWNERSHIP OF FIRESIDE NATURAL GAS TO NEXTERA ENERGY SERVICES GEORGIA LLC.

I. Background

This matter came before the Georgia Public Service Commission ("Commission") as a result of the "Application and Petition of FireSide Natural Gas, LLC [("FireSide")] for Review and Approval of Amendment to Interim Certificate No. GM-36 Reflecting a Change in Ownership to Nextera Energy Services Georgia, LLC [("NES Georgia")]" ("Petition") (filed November 20, 2023).

FireSide is a natural gas marketer that was certified by the Commission on October 16, 2007, in Docket No. 25471-U. FireSide's certificate of authority was modified on November 14, 2017, to provide natural gas solely to commercial customers within the Atlanta Gas Light ("AGL") territory. NES Georgia is a Delaware limited liability company whose ultimate parent company is NextEra Energy, Inc. ("NextEra").

Pursuant to the Natural Gas Competition and Deregulation Act ("Act"), particularly O.C.G.A. § 46-4-153, and the Commission's Rules, Chapter 515-7-3, a natural gas Certificate of Authority is necessary to market and provide natural gas commodity sales service to retail customers who receive firm service on AGL's system.

In order for the Commission to grant an applicant a certificate of authority, an applicant must demonstrate to the Commission that it meets the criteria set forth in the O.C.G.A. § 46-4-153(a)(2):

> (A) Possesses satisfactory financial and technical capability to render the certificated service;
> (B) Has a sufficient gas supply to meet the requirements of such service; and
> (C) Will offer such service pursuant to rules and contract terms which the commission finds economically viable for the territory which the marketer proposes to serve.

II. FireSide's Request for a Change in Ownership

On November 13, 2023, NES Georgia and FireSide entered into a Member Interest Purchase Sale Agreement ("PSA") that contingent to Commission approval, NES Georgia would acquire all of the issued and outstanding membership interests of FireSide.

Pursuant to Commission Rule 515-7-3-.04 (10), "Marketers must apply to the Commission to receive authorization prior to any change in ownership, name change (including doing-business-as (d/b/a) name change), adding or dropping a delivery pool group from service, owning meters, or any other substantial change that would affect their certification."

On November 20, 2023, FireSide filed their Petition under Docket No. 25471 requesting approval of (i) a change in corporate ownership resulting from the agreement entered on November 13, 2023, between FireSide Holdings Inc., Michael J. Davis and Michael J. Davis Irrevocable Trust as sellers and NES Georgia as buyer, and (ii) the corresponding amendments to Interim Certificate No. GM-36.

III. Staff's Due Diligence Review and Recommendation

Staff thoroughly reviewed the petition and on November 22, 2023, issued its Twenty-First Set of Data Request under Docket No. 25471. FireSide filed their initial responses on November 29, 2023, and then filed supplemental responses on February 20, 2024, clarifying some statements made in the previous responses regarding the acquisition of FireSide by NES Georgia. Staff carefully reviewed the responses.

As part of their initial responses to Staff's Twenty-First Set of Data Requests, NES Georgia and FireSide submitted a Membership Interest Purchase Agreement, as "Exhibit A", for Staff's review. Staff reviewed the PSA in its entirety and found no issues.

O.C.G.A. § 46-4-153(f) states that "[a]ll gas marketers are required to continue to possess financial and technical capability to render service and offer service pursuant to contractual terms and conditions the commission from time to time finds economically viable for delivery groups served. This is a continuing obligation and may be reviewed by the commission at any time."

After diligently reviewing the Petition filed on November 20, 2023, and the responses to Staff's Twenty-First set of Data Requests filed on November 29, 2023, Staff requested that NES Georgia apply for a certificate of authority to satisfy O.C.G.A. § 46-4-153(f) prior to the approval of the purchase of FireSide to prove that NES Georgia is financially and technically capable of serving customers in the Georgia natural gas market. Accordingly, on January 23, 2024, NES Georgia filed an application for a natural gas marketer certificate of authority.

With the approval of NES Georgia's certificate of authority and the approval of the sale of FireSide to NES Georgia, NES Georgia will become a new marketer in the Georgia natural gas market, and FireSide will become an inactive marketer in the Georgia natural gas market.

It is Staff's recommendation that within 30 days after completion of the transition from FireSide to NES Georgia, FireSide shall file to withdraw their certificate of authority. Staff also recommends that while FireSide is an inactive marketer until the time that they surrender their certificate, the company is not required to make standard monthly and quarterly filings.

IV. Finding of Facts and Conclusions of Law

The Commission has carefully considered FireSide's Petition and finds that:

1. The approval of FireSide's petition is reasonable and in the public interest.
2. Based on the totality of the evidence presented in this docket and in Docket No. 55516, the request for a change in ownership will have no negative impact to FireSide's customers, operations, financial or technical capability, and no adverse effect on the Georgia competitive market.
3. With the approval of NES Georgia's certificate under Docket No. 55516, it has been determined that NES Georgia is financially and technically capable to serve in the Georgia natural gas market.
4. Within 30 days after completion of the transition from FireSide to NES Georgia, FireSide shall file to withdraw their certificate of authority.
5. Since FireSide's status will be inactive until they withdraw their certificate of authority, the Commission finds it reasonable to not require the company to make the standard monthly and quarterly filings.

* * * * *

V. Ordering Paragraphs

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

ORDERED FURTHER, that the Commission hereby authorizes the change in ownership and the sale of FireSide Natural Gas, LLC to NextEra Energy Services Georgia, LLC pursuant to Commission Rule 515-7-3-.04(10).

ORDERED FURTHER, that within 30 days after completion of the transition from FireSide to NES Georgia, FireSide shall file to withdraw their certificate of authority.

ORDERED FURTHER, that while FireSide becomes an inactive marketer until the time that they surrender their certificate of authority, the company is not required to make standard monthly and quarterly filings.

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 the Commission may deem just and proper.

The above by action of the Commission in Special Administrative Session on the 29th day of February 2024.

Sallie Tanner
Executive Secretary

2-29-24
Date

Jason Shaw
Chairman

2-29-24
Date