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Troutman Pepper Locke LLP
Bank of America Plaza, 600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308

troutman.com

Docket # 27488
Document #

Allison W. Pryor
allison.pryor@troutman.com

August 20, 2026

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

Re: Request for Commission Approval of a Consent to Change of Control of the QF Proxy Contract with GRP Madison, LLC; Docket Nos. 4822, 19279, and 27488

Dear Ms. Tanner:

Georgia Power Company ("Georgia Power" or the "Company") and GRP Madison, LLC ("GRP Madison") are parties to a Contract for the Purchase of Firm Capacity and Energy from a Renewable Qualifying Facility Utilizing the Proxy Unit Methodology dated as of November 23, 2015 (as amended by that First Amendment and Additional Agreement Regarding the Restated Contract for the Purchase of Firm Capacity and Energy From a Renewable Qualifying Facility Utilizing the Proxy Unit Methodology dated as of September 21, 2017, and as further amended by that Amendment No. 2 to Restated Contract for the Purchase of Firm Capacity and Energy From a Renewable Qualifying Facility Utilizing the Proxy Unit Methodology dated as of December 18, 2024, (as amended, restated, supplemented, or otherwise modified from time to time the "PPA")), concerning the sale and delivery by GRP Madison to Georgia Power of energy and capacity corresponding to the Committed Capacity of fifty-eight (58) MW from the Facility. As detailed further below, Georgia Power hereby requests the Georgia Public Service Commission ("Commission") to review and approve the Company's Consent to Change of Control of the Facility and Consent to Collateral Assignment Under the Contract for the Purchase of Firm Capacity and Energy from a Renewable Qualifying Facility Utilizing the Proxy Unit Methodology ("Consent").

GRP Holdco, LLC, a Delaware limited liability company ("Seller"), owns one hundred percent (100%) of the issued and outstanding membership interests in GRP Borrower, LLC, a Delaware limited liability company ("GRP Borrower"), and GRP Borrower owns one hundred percent (100%) of the issued and outstanding membership interests in GRP Madison.

Seller and Pacolet GRP, LLC, a Delaware limited liability company ("Buyer"), have entered into that certain Purchase and Sale Agreement, dated as of June 24, 2026 (the "Purchase Agreement"), pursuant to which Buyer will purchase and acquire from Seller, and Seller will sell, convey, assign, transfer and deliver to Buyer, one hundred percent (100%) of the membership interests in GRP Borrower, resulting in Buyer indirectly owning one hundred percent (100%) of the issued and outstanding membership interests in GRP Madison (the "Change of Control").

Pursuant to Section 22.1.3 of the PPA, the Change of Control requires the prior written consent of Georgia Power, and although the consent of Georgia Power is not required in connection with the Financing Collateral Assignment, the Parties acknowledge that the exercise of Collateral Agent's remedies under the Financing Transaction may result in a subsequent assignment of the PPA that will require the prior written consent of Georgia Power in accordance with Section 22.1.1 of the PPA.

Approval of this Consent is appropriate and consistent with Commission rules and prior practice. The requested approval will facilitate continued reliable operation of the facility while maintaining all contractual protections and obligations under the PPA. Accordingly, Georgia Power respectfully requests that the Commission approve the Consent for Change of Control and Collateral Assignment at its next Energy Committee meeting.

Please do not hesitate to contact me at allison.pryor@troutman.com or 404.885.3779 if there are any questions related to this filing.

Best regards,

Allison W. Pryor