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September 22, 2016

Mr. Reece McAlister
Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

RE: Consents to Change of Control Transactions concerning GA Solar 1, LLC and
GA Solar 2, LLC; Docket No. 34229

Dear Mr. McAlister:

On December 8, 2011, Georgia Power Company ("Georgia Power") and Solar Design & Development, LLC ("Solar Design") executed two certain Large Scale Solar Power Purchase Agreements between Solar Design and Development, LLC and Georgia Power ("the PPAs"). Pursuant to the terms of the PPAs, beginning on June 1, 2015, Solar Design agreed to supply Georgia Power with sixteen (16) megawatts ("MW") of energy from the Camilla SFDP Facility and three (3) MW from the Camp SFDP Facility (the "Projects"). The Georgia Public Service Commission (the "Commission") approved these PPAs on December 28, 2011. Since that time, the Commission has approved Georgia Power's consent to several changes of control transactions and PPA assignments with respect to the Projects.

Solar Design sold the Projects and assigned the PPAs to Origis I USA, Inc ("Origis") (Commission approval obtained on March 12, 2013). Origis then assigned the PPAs to Seminole Funding Resource, LLC and BA Leasing BSC, LLC for financing purposes (Commission approval obtained on July 3, 2013), and the Projects were thereafter renamed GA Solar 1, LLC (Camilla) and GA Solar 2, LLC (Camp). Origis then sold the Projects to GA Solar Holdings (Commission approval obtained on December 8, 2014). The upstream owner of GA Solar Holdings is RET Holdings, LLC ("RET").

In August 2016, RET entered into a Membership Interest Purchase Agreement with Axiom US Solar Holdings LLC ("Axiom") under which RET intends to sell and Axiom intends to indirectly acquire all of the issued and outstanding liability company membership interests in GA Solar 1, LLC and GA Solar 2, LLC, subject to the approval of the Change of Control Transactions by Georgia Power and the Commission.

Section 17.1 of the PPA requires Georgia Power's consent to any Change of Control Transaction. The respective parties have negotiated the required Consent documents and Georgia Power now respectfully requests the Commission's approval to

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execute the Consents. Copies of the Consents have been provided to the Commission Staff.

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

Sincerely,

Judith H. Fuller

c: Ms. Jamie Barber