



July 28, 2021

Kathleen Drew, EFSEC Chair
Energy Facility Site Evaluation Councilmembers, and Sonia Bumpus, EFSEC Manager
PO Box 43172
Olympia, WA 98504-3172

RE: TUUSSO Energy, LLC; Request for Amendment and Transfer of Site Certification Agreements for the Columbia Solar Project

Dear Council Chair Drew and Members of Energy Facility Site Evaluation Council:

The Columbia Solar Project consists of five separate solar photovoltaic (PV) generation facilities approved by Governor Inslee. Each of the five facilities is subject to a standalone Site Certificate Agreement (SCA), all of which are currently held by TUUSSO Energy, LLC ("TUUSSO").

TUUSSO Energy, LLC is submitting this Request for Amendment and Transfer of Site Certification Agreements for the Columbia Solar Project, in relation to two developments.

- Two of the five projects (Typha & Fumaria) cannot be completed due to unresolvable transmission constraints, and therefore, the SCAs should be terminated.
- TUUSSO has reached an agreement with Greenbacker Renewable Energy Corporation ("GREC") to acquire the Penstemon, Camas, and Urtica projects, upon the completion of various closing conditions. Such conditions include any permissions/approvals needed from EFSEC in order to transfer the SCAs down to the project companies, transfer control of those project companies to a GREC subsidiary and allow Greenbacker to replace the Site Restoration Financial Assurance currently provided by TUUSSO (through a Letter of Credit) with a Guaranty provided by GREC.

Background: On October 17, 2017 TUUSSO Energy, LLC ("TUUSSO"), a Delaware limited liability company, applied to EFSEC for site certification to construct and operate five solar PV electrical generation facilities. On August 22, 2018, EFSEC issued a report recommending that Governor Inslee approve TUUSSO's application and execute five Site Certification Agreements (SCAs), one for each facility. On October 17, 2018, Governor Inslee approved TUUSSO's application and executed the SCAs, authorizing TUUSSO to construct and operate the solar PV generation facilities subject to the terms and conditions set forth in the SCAs.

Formation of Project Companies: TUUSSO has formed five standalone Project Companies (LLCs), one for each of the five solar PV generation facilities. The formation of five separate Project Companies is to allow TUUSSO to construct, own, and operate each of the facilities as separate entities, subject to the contractual requirements for each corresponding SCA. To arrange construction financing for the solar PV generation facilities, it is important that the SCAs are held by the Project Companies, instead of by



TUUSSO. Pursuant to WAC 463-66-100, EFSEC authorization is required for the transfer of the SCAs to each of the five facilities.

Summary of Request: Through this Application for Amendment, TUUSSO seeks Council approval for the following three actions:

1. The final and complete termination of the Typha and Fumaria SCAs. TUUSSO makes this request due to the commercial impossibility of building and operating these two projects, as the cost of transmission upgrades needed to deliver power would far exceed the total project costs.
2. The transfer of each of the following SCAs from TUUSSO Energy, LLC to each of the following corresponding Project Companies, and amendment of the SCAs to reflect each project company as the new holder under the SCA:

SCA between State of Washington and TUUSSO Energy LLC for the Columbia Solar Project Penstemon Site to TE - Penstemon, LLC

SCA between State of Washington and TUUSSO Energy LLC for the Columbia Solar Project Camas Site to TE - Camas, LLC

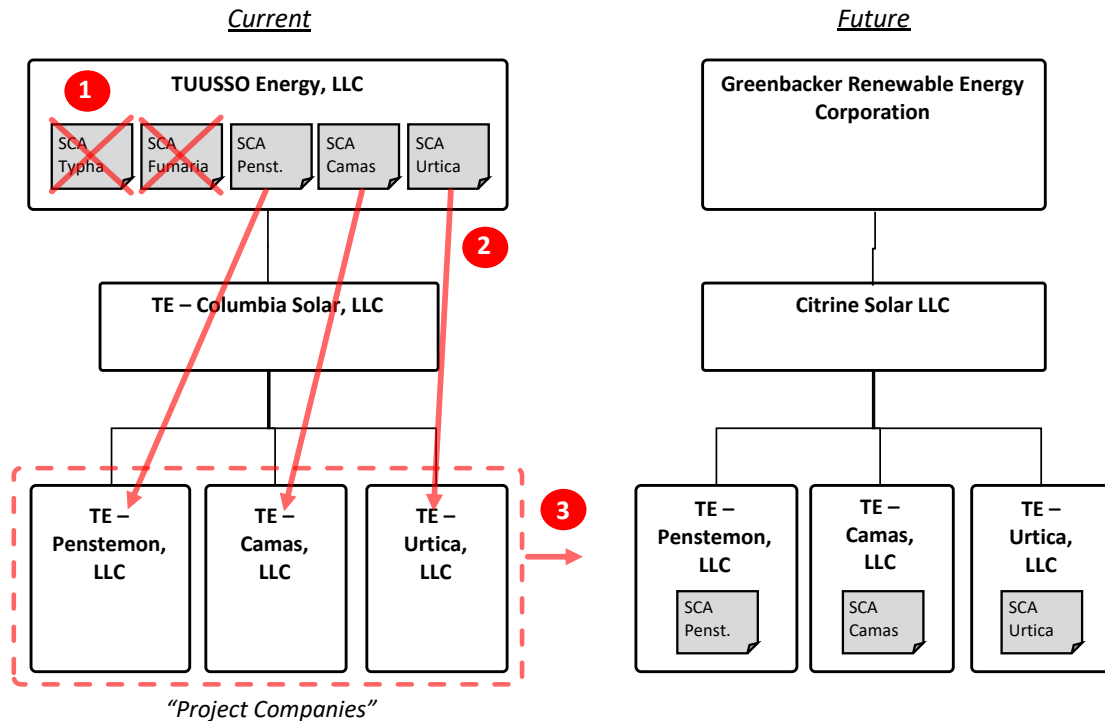
SCA between State of Washington and TUUSSO Energy LLC for the Columbia Solar Project Urtica Site to TE - Urtica, LLC

3. The indirect transfer of control of the Penstemon, Camas and Urtica SCAs as a result of the transfer of the TE - Penstemon, LLC, TE – Camas, LLC, and the TE – Urtica, LLC project companies from TUUSSO Energy, LLC to Citrine Solar LLC (“Citrine,” a Project Company subsidiary of Greenbacker Renewable Energy Corporation, (“Greenbacker” or “GREC”).

Citrine Solar LLC has agreed to purchase 100% of the membership interests in each of the three Project Companies, contingent on receipt of confirmation when the commercial transaction has closed and the change of control has occurred in accordance with agreements between TUUSSO and Greenbacker, and further subject to the final authorizations from EFSEC.

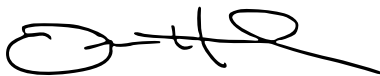
The enclosed analysis provides the information necessary for the Council to determine that Citrine Solar LLC and Greenbacker meet, or can be expected to meet, the requirements of WAC 463-66-100. EFSEC’s approval of the indirect transfer of control of the SCAs held by the project companies (that will result from transfer of the project companies to Citrine) will be conditioned on acceptable financial assurance being provided by Greenbacker and/or Citrine, including assurances that there will be no gap in coverage as transfers occur between TUUSSO entities and Greenbacker entities.

Summary of Proposed Actions



Accompanying this letter are separate Applications proposed to effectuate these actions. We look forward to presenting these applications to the Council and understand that the Council will hold an informational hearing prior to issuing a decision concerning each request.

Sincerely,



Owen Hurd
 President
 TUUSSO Energy, LLC

cc: Timothy L. McMahan, Jacqueline Fedida, Randy Hill