STATE OF WASHINGTON
ENERGY FACILITY SITE EVALUATION COUNCIL

SPECIAL MEETING AND OPPORTUNITY FOR PUBLIC COMMENT
TECHNICAL AMENDMENT TO SITE CERTIFICATION AGREEMENTS FOR
TUUSSO ENERGY, LLC
COLUMBIA SOLAR PROJECT

5:00 p.m. to 5:46 p.m.

DATE TAKEN:   AUGUST 17, 2021
REPORTED BY:  CRYSTAL R. McAULIFFE, RPR, CCR 2121
APPEARANCES

(All parties appeared via videoconference)

Council Members:

- Kathleen Drew, UTC, Council Chair
- Kate Kelly, Department of Commerce
- Robert Dengel, Department of Ecology
- Michael F. Livingston, Department of Fish and Wildlife
- Lenny Young, Department of Natural Resources
- Stacey Brewster, UTC

For Columbia Solar Project:

- Owen Hurd
- Jacqueline Fedida, Greenbacker Capital

UTC Staff:

- Joan Owens
- Sonia Bumpus
- Ami Hafkemeyer
- Kyle Overton

Also Present:

- Jonathan Thompson, Assistant Attorney General
- Ernesto Avelar (Laborers)
- Randy J. Hill
TUESDAY, AUGUST 17, 2021
5:00 P.M.

MS. DREW: Good evening. This is Kathleen Drew, Chair of the Energy Facility Site Evaluation Council, calling to order a special meeting and opportunity for public comment on technical amendments to the Site Certification Agreement for TUUSSO Energy, LLC, and Columbia Solar Project located in Ellensburg, Washington.

Ms. Owens, will you call the role of the Council, please?

MS. OWENS: Department of Commerce.
MS. KELLY: Kate Kelly, present.
MS. OWENS: Department of Ecology.
MR. DENGEL: Rob Dengel, present.
MS. OWENS: Department of Fish and Wildlife.
MR. LIVINGSTON: Michael Livingston, present.
MS. OWENS: Department of Natural Resources.
MR. YOUNG: Lenny Young, present.
MS. OWENS: Utilities and Transportation Commission.
MS. BREWSTER: Stacey Brewster, Present.
MS. OWENS: Thank you.
Chair, there is a quorum for the Council.
And for the Columbia Solar Project?

MS. DREW: Mr. Owen Hurd? Your microphone was not own.

MR. HURD: Owen Hurd, present.

MS. DREW: Thank you.

So I would like to begin by reading through some of the notice so all that are participating know what this is about.

On July 28th, 2021, TUUSSO Energy, LLC, also known as the certificate holder, requested the Energy Facility Site Evaluation Council approve an amendment request to the Columbia Solar site certification agreements for the Camas, Penstemon, Urtica, Typha, and Fumaria sites. Those are the names of the five sites. If approved the amendment would transfer ownership of the Camas, Penstemon, and Urtica sites and terminate the Site Certification Agreement for the Typha and Fumaria sites.

EFSEC invites you to participate in its consideration of this amendment request. If approved, the transfer of control would trigger technical amendments to the SCA to formally recognize the change in ownership and commitments made by the new owner that it has the demonstrated capability to acquire and
possess the project.

The Council, as the State agency responsible for regulating Columbia Solar, is holding a virtual public special meeting tonight to provide an opportunity for citizens, stakeholders, and interested persons, or organizations to receive information and provide comments on the proposed transfer and terminations in the Site Certification Agreement.

Following the public comment, the Council will consider the information before it, before it acts on the certificate holder's request. And this is pursuant to our Washington Administrative Code 463-66-030.

We do have two ways for people to participate. You can call -- excuse me, you can send an e-mail to efsec@utc.wa.gov if you would like to speak tonight, or you can call 360-664-1345. You may also submit your comments at https://comments.efsec.wa.gov. And the amendment request can be found at our website, www.efsec.wa.gov, under the Columbia Solar tab under the facilities.

So with that, I would invite Mr. Owen Hurd to present information about this amendment request.

MR. HURD: Great. Thank you, Chair Drew.

Good evening, Council Members and EFSEC
staff. Thank you for making time for the special
council meeting, especially over the dinner hour.

We will do what we can to make it concise.

As you know, TUUSSO Energy submitted a
former request for three actions at the end of last
month; and so for the discussion tonight we would like
to do two things: One, is kind of step through each of
those requested actions; and then, second, introduce
Greenbacker, because two of the actions are in relation
to the pending sale of Penstemon, Camas, and Urtica
projects to a Greenbacker subsidiary.

So, Joan, if you want to go to the -- maybe
flip two slides. So we go.

So the first request is around the Typha and
Fumaria projects. So as Chair Drew mentioned, there
were five projects originally -- all located in the same
area but interconnecting at different points of the --
of the power grid. And because of where Typha and
Fumaria were located, they faced transmission
constraints that were unique to them and did not impact
the other projects.

Unfortunately, it is cost prohibitive to
remedy these transmission constraints. It would require
major upgrades that -- that we just simply can't move
forward with and at this point we've exhausted all
potential solutions to this issue.

So -- so the request here is just for the final and complete termination of these projects.

Are there any questions on that?

MS. DREW: Council Members, are there any questions?

MR. YOUNG: Owen, this is Lenny Young with the Department of Natural Resources.

Without getting too technical, could you give a little bit more of a description of what transmission constraints entails?

MR. HURD: Yeah. I mean, essentially, there was not capacity for -- for the output of these projects and it would be a line coming over the Cascades. So that's why the transmission cost is -- you know, over 10 times what the total project cost would be. Yeah.

MR. YOUNG: Thank you. I appreciate that.

MS. DREW: Any other questions? Thank you.

Please continue.

MR. HURD: Great.

Joan, if you want to flip to the next slide.

So these next two actions both are in relation to the pending sale to the Greenbacker. So just some brief context here, we've entered into an agreement with Greenbacker, a Nobel Energy corporation,
to sell the projects, the three remaining projects --
Penstemon, Camas, and Urtica -- to one of their
subsidiaries, CitrinSolar, LLC.
And right now TUUSSO Energy holds the
certificate, the SCAs, for each of those projects.
The way the deal is structured is that
Greenbacker subsidiary will be acquiring the three
project entities. And in order for that to happen, we
need to first get the site certification agreements down
into those project entities.
So -- so that the second proposed action is
the permission to transfer each of these SCAs down to
the project companies and then to amend the names
accordingly to reflect the new certificate holders,
which would be the project companies.

MS. DREW: Any questions from Council
Members on the Action No. 2?
Okay. Go ahead, Ms. Kelly.
MS. KELLY: This is Kate Kelly.
Are there bonds or deposits or that kind of
thing that go with the Site Certification Agreement or
the underlying permits that will need to transfer?
MR. HURD: Yeah, that's a good question.
So there's the site restoration financial
assurance, which is a requirement of the SCA. And
because TUUSSO is the certificate holder for all the projects right now, TUUSSO has provided that in the form of a standby trust backed by a letter of credit. So that has been provided.

Now, when the -- when the projects and the SCAs transfer to Greenbacker, Greenbacker will be bound by all the same requirements that TUUSSO has been bound by. And so I believe the intention is to potentially change the form of that site restoration financial assurance. However, the -- the current instrument will not be released until, you know, the new instrument is in place and EFSEC is comfortable with it and provides kind of written confirmation that any new instrument is sufficient.

So in short, all the same requirements will apply to any new owner. And -- and the current instrument will remain in place until and unless EFSEC has signed off on -- on some other form of -- of financial assurance, which is a guarantee.

MS. KELLY: Okay. Thank you for that.

MS. DREW: Thank you.

Are there any other questions?

Okay. Then moving on to Action No. 3.

MR. HURD: Yeah. Okay. So provided that the second action is approved and the SCAs are moved
down to the project companies, this action is basically seeking permission from the Council to allow for the indirect transfer of control of these SCAs to CitrinSolar. CitrinSolar is the subsidiary of Greenbacker, and because they will be acquiring the project entities and the project entities will own all of the -- what we call "project assets" -- so that would be the Power Purchase Agreement, the Interconnection Agreement, and with the second action, the Site Certification Agreements -- we're asking for permission for this indirect transfer of control that will naturally occur when the project entities transfer over to Greenbacker.

So -- and -- and that -- that will be -- well, everything we just talked about on the site restoration financial assurance, that will be conditional on that staying in -- the current instrument staying in place or being replaced with something that EFSEC is comfortable with.

MS. DREW: Is there any question on the indirect transfer ownership, Action No. 3?

MR. HURD: Okay. Great. So, Joan, if you want to flip to the next page.

So this just kind of summarizes the current structure and the future structure that we would like to
go -- that is being proposed here with the three
actions.

So currently you see TUUSSO Energy there, which holds all five of these Site Certification
Agreements. We're asking that two of them be
terminated.

And then the second action is that we're assigning those three remaining Site Certification
Agreements down to these project entities that already exist.

And then the third action is the indirect transfer of control, and all three of those move over to CitrinSolar, LLC, the subsidiary of Greenbacker.

So with that, unless there are any other questions, I'll go ahead and pass the mic to Jacqueline Fedida who has joined us tonight. I've been working with Jacquelyn now for -- since the end of 2019 when Greenbacker became involved in these projects in their current capacity, which is as a lender to the projects. And so she's, I guess, new to the Council but very familiar with the project. So thanks for joining us tonight, Jacqueline.

MS. DREW: Thanks. Please go ahead.

MS. FEDIDA: Thank you for the introduction, Owen, and thank you for having me join tonight.
This is very exciting. As Owen mentioned, I've been working with him on these projects for almost two years now, so it's exciting to see these getting built.

But -- I'm an investment associate on Greenbacker's team. I'm based in New York, though Greenbacker has offices across the country in Denver, Colorado, in Vermont, and in Portland, Maine. But if we flip to, I believe, the next slide, we have an overview of Greenbacker, and I can tell you a little bit briefly about our firm.

So Greenbacker -- next slide.

MR. HURD: Joan, one more slide.

MS. FEDIDA: Perfect. Thank you.

So Greenbacker is an asset management platform that owns and operates both commercial and utility-scale renewable assets across North America. So primarily solar is what our portfolio is comprised of, but we also have wind and storage in there. And we have an objective to generate income, stable income, for our investors.

So on the next slide can give an overview, really, of how that actually works.

So essentially clients, retail institutional investors, will make investments in Greenbacker in one
of our funds, primarily in our fund GREC (phonetic) and
we deploy that capital to acquire projects that generate
electricity and have long-term power purchase agreements
in place with primarily investment grade off-takers.
And then we return that income that the projects
generate to our shareholders in the form of
distributions.

So to give an idea of where our footprint is
across North America, in the next slide -- or maybe it's
one more slide, but I can cover this first.

We have about 300 assets currently in 34
states with a total -- that totals about 2 gigawatts of
energy right now; then we have, I think, another
gigawatt under construction coming next year, and a
total investment value of the fund of 1.5 billion.

So if we go to the next slide, this is where
we are across the United States. So it's really
everywhere, primarily in the northwest and the
northeast, where there are, you know, renewable energy
market incentives in place.

And then the next slide just did high-level
overview of our environmental impact. So a gigawatt of
generating capacity, on that 2 gigawatt number, include
some assets that are under construction, like, for
example, these three sites that we intend to acquire
from TUUSSO and -- yeah, these are just some fun stats of our positive environmental impact.

But once we acquire the projects from TUUSSO, we will have a dedicated asset manager to -- dedicated to operating these sites and dealing with day-to-day communications with any local regulatory bodies with the local utilities.

So, unfortunately, our asset manager was unable to join me this evening, but that contact information will be relayed in due course.

MS. DREW: So that would be the person that we would then have participate in our monthly meetings for updates on the facility?

MS. FEDIDA: Absolutely. And we generate monthly reports for whoever requires them. Usually for the utility, for the off-taker, any local regulatory bodies, we prepare those reports.

MS. DREW: Okay. Thank you.

MR. HURD: So that was all that we had prepared, I guess. Again, if there's any questions, we would be happy to try to address them.

MS. DREW: Thank you. Are there questions from other council members?

MR. YOUNG: Yes, for Owen or Jacqueline.

This is Lenny Young, again, Department of Natural
Resources.

I'm a complete rookie when it comes to corporate finance and how these things work. But I'm kind of curious as to what extent will the three LLCs retain any sense of an independent identity now that they are all under Greenbacker? What -- what degree of autonomy or independence or semi-independence do they have in terms of both operations and finance? Are they still more or less independent entities? Is that a regulatory independence? Is it a financial independence?

I think you can see where I'm going with this.

Could you give me a sense on that?

MS. FEDIDA: From a finance perspective, I'm happy to speak to that, and even from an operations perspective, all of the material project contracts that exist with the LLCs will stay with the LLCs. They will -- the LLCs will be preserved as entities. Greenbacker is really just coming in above and purchasing them at the -- at the TUUSSO level where Greenbacker will stay with no intention of dissolving the project-level companies.

MR. YOUNG: Great. Thank you very much.
Appreciate that clarification.

MS. DREW: Are there other questions?

MS. KELLY: Sure, Ms. Drew. It's Kate Kelly again.

So I'm just curious -- and you showed the map of the different operations across the country or potential operations.

Is this the way those are set up as well, is sort of like the investment firm and then the operations firm on the ground?

MS. FEDIDA: So the -- the maps that we showed in prior slides, I apologize if that was confusing. That's an asset map. So in terms of where we have wind farms or where we have solar farms or a biomass facility, that's where those are located in the U.S.

In terms of our corporate offices and where most of our employees work out of, that is Denver, New York, Vermont, and -- and Portland, Maine. I think we have a couple employees in San Diego, actually.

But with regard to our asset managers and our construction managers who are overseeing to build out of our construction portfolio, they cover -- even though they are based in one of those offices, they cover general geographic regions so that they can
generally be on-site when needed.

So, for example, the construction manager
for the TUUSSO sites is based in Northern California, so
she's close by.

MS. KELLY: So I don't know -- go ahead.

Maybe -- yeah.

MR. HURD: Oh, sorry. Well, yeah. I was
just going to kind of add on to Jacqueline's comments
that -- you know, so Jacqueline is here kind of speaking
on behalf of Greenbacker in relation to this transfer
because this is kind of the transaction is the -- the
aspect of these projects that we're talking about today.

But as she mentioned, I mean, there's a
whole other team. So -- so there are other folks that
had been involved with the projects that I work with on
a -- on an almost daily basis from Greenbacker that are
very familiar with the ins and outs of these projects.

So we've, you know, come together on all of the
landscaping and plantings, the mitigation requirements
that we have. And so it's not -- I guess if I put
myself in the shoes of Council Members, I can image this
seems all quite abrupt that, you know, a new company
coming in and do they know about, kind of, all of the
ins and outs of the projects.

But as you can see by the map, this has sort
of been Greenbacker's business, you know, is figuring out how to step into these projects in a way that, you know, keeps everything on track and doesn't disrupt anything.

And so there is a whole other -- there's a whole team of people that are kind of working on this, and they do a good job at working collaboratively with developers. So we'll continue to work on the projects until they are done. I'm not going away, but the -- the ownership of the projects will change.

MS. KELLY: Thank you.

MS. DREW: Other questions from Council Members?

MS. BREWSTER: This is Stacey Brewster. And may be more a question for staff. Have we had an ownership change like this happen before?

MS. BUMPUS: Yes. This is Sonia Bumpus, for the record.

Yes, Council Member Brewster, we have had a change of ownership, one that was similar to this, I believe was for -- several years ago was for Grays Harbor Energy.

MS. DREW: We lost you, Sonia.

MS. BUMPUS: So I do think we have had
ownership changes before on different types of projects, just not recently.

MS. BREWSTER: Thank you.

MS. DREW: Okay. Are there other questions?

Okay. Hearing none, let's move on, then, to the staff presentation about the process.

Thank you both very much for your presentations and for answering the questions.

Ms. Hafkemeyer.

MS. HAFKEMEYER: Thank you, Chair Drew.

Welcome, everybody. Thanks for coming to participate this evening.

For the record, my name is Amy Hafkemeyer, the siting and compliance manager with the Energy Facility Site Evaluation Council. And I just have a quick presentation to go over the EFSEC process for those of you who are new to us.

EFSEC was created in 1970 for the siting of thermal power plants, and the intent was to create a one-stop permitting agency for large energy facilities. EFSEC is comprised of state and local members who review each application before making a recommendation to the Governor. This decision preempts other state or local governments.

You can see here that EFSEC is comprised of
members from several different state level agencies, the Chairperson is appointed by the Governor and there are standing members from five other agencies appointed by those agencies to sit on the Council.

(Dog barking.)

My apologies.

The current Council is made up of Chairwoman Kathleen Drew, Robert Dengel from the Department of Ecology, Mike Livingston from Department of Fish and Wildlife, Kate Kelly from the Department of Commerce, and Lenny Young from the Department of Natural Resources, and Stacey Brewster from the Department of Utilities and Transportation Commission.

There are additional agencies that may elect to appoint a council member during the review of an application. These agencies are the Department of Agriculture, Department of Transportation, Department of Health, and the Military Department.

Local governments also have an option to appoint a council member for the review of a project in their area.

When a project is located at or near a port, a port authority may also appoint a member through this position, and it is a nonvoting position.

As I mentioned previously, EFSEC was created to
oversee the siting of thermal power plants. Facilities falling into EFSEC's jurisdiction include any nuclear facility where the primary purpose is produce and sell electricity. We also oversee nonhydro, nonnuclear thermal facilities with a capacity of 350 megawatts or greater. There is no threshold for alternative energy sources, such as wind, solar, storage, et cetera, but they may choose to opt in, as well as transmission lines over 115 kilovolts?

Thresholds for pipelines, refineries, and storage facilities that would fall under EFSEC jurisdiction are found in the Revised Code of Washington, RCW 80.50.060.

Here's a map of the facilities currently under EFSEC jurisdiction. You can see marked in red there are five operating facilities; including two natural gas facilities, one nuclear facility, and two wind facilities.

The dark blue mark indicates the project that is the subject of today's meeting, the Columbia Solar projects that are currently under construction, except for, of course, the two that are being requested to be terminated.

And the light blue marks indicate the two additional facilities that are approved but have yet to start construction, both of which are wind facilities.
The clear circle is the one facility under decommissioning. EFSEC is also currently reviewing applications for two additional facilities marked in green, Horse Heaven facility and Goose Prairie facility.

Here's a flow chart of the general process an applicant will go through when they submit to EFSEC. There are three concurrent processes during an application review: land use consistency, the SEPA environmental process, and the permitting process for any applicable environmental permits.

You can see that there are multiple processes that happen concurrently when EFSEC is reviewing an application, and all of these processes ultimately feed into the Council recommendation to the Governor.

The Columbia Solar projects have been through this process with their initial application and completed that process. And the Site Certification Agreements were executed in 2018.

This process is a request for an amendment. And the request for amendment is -- must be made in writing by the certificate holder in reviewing whether proposed amendment is consistent with the public health and safety and welfare, the Council shall consider the short-term and long-term environmental impacts of the proposal.
In reviewing a proposed amendment, the Council must consider the intent of the original SCA; applicable laws and rules; public health, safety, and welfare; and the provisions of Washington Administrative Code Chapter 463-72, which is a site restoration and preservation.

An approval by the Council may be in the form of resolution. The Council may take final action on an amendment request which does not substantially alter the substance of any provisions in the SCA or which is determined to not have significant detrimental effect upon the environment.

The Council may make a recommendation to the Governor on an amendment which substantially alters the substance of any provision of the SCA or which is determined to have a significant detrimental effect on the environment.

And that wraps up my presentation for this evening.

Before I end, I would like to remind everybody how they may submit comments on this request for amendment. If you would like to speak this evening, there will be opportunity to give verbal comment at the end of this presentation.

Comments may also be submitted to our online comment database at https://comments.efsec.wa.gov. The
database is open now and will be open until 7:00 p.m. this evening.

Are there any questions?

MS. DREW: Are there any questions for Ms. Hafkemeyer from Council Members?

At this point, I'd like to ask, Ms. Owens, do we have anyone to sign up to speak?

MS. OWENS: I currently do not have anyone signed up to speak.

MS. DREW: Okay. I think that what we will do -- is there anyone on this call who would like to speak? Please unmute and let us know if you'd like to speak and we'll continue listening for you.

I think if you can go back, perhaps, to that last slide that Ms. Hafkemeyer had -- this one is fine. If you are watching this and would like to make a comment, you can do it either by calling or letting us know if you are online now or through the comments database. And we will be here for the next -- let's say until 5:45. If there are no speakers, we'll continue to wait to see if anyone comes forward to speak.

And then, again, the comment database will be available throughout seven o'clock this evening. So we'll pause in our meeting for right now.

(Pause.)
MS. DREW: Good evening. I'm calling the meeting back to order at 5:44 p.m.

Ms. Owens, do we have anyone signed up to speak at this point in time?

MS. OWENS: I have not received any additional requests to sign up.

MS. DREW: Is there anyone participating in this meeting at this point who would like to make a comment?

Again, I will say that if you would like to comment between now and seven o'clock in writing, you may submit your comment at:

Https://comments.efsec.wa.gov.

And at this point, Council Members, we will have further discussions -- seeing if we have any comments, but we'll have further discussion about this amendment, I expect, at our September meeting. But for tonight, I am adjourning our public informational meeting. And thank you, all, for your participation this evening.

Thank you, Mr. Hurd.

Thank you to Jacqueline from Greenbacker.

And thank you to the staff for participating.

Again, we will have further discussion at
our September monthly meeting. Thank you, all. Good night.

(Public Hearing concluded at 5:46 p.m.)
CERTIFICATE

STATE OF WASHINGTON  }  
) ss. 
COUNTY OF KITSAP  }  

I, CRYSTAL R. McAULIFFE, a Certified Court Reporter in and for the State of Washington, do hereby certify that the foregoing transcript of the Columbia Solar Public Informational Meeting on AUGUST 17, 2021, is true and accurate to the best of my knowledge, skill and ability.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of August, 2021.

____________________________________
CRYSTAL R. McAULIFFE, RPR, CCR #2121