

BEFORE THE STATE OF WASHINGTON

ENERGY FACILITY SITE EVALUATION COUNCIL

In the Matter of:

COUNCIL ORDER No. 882

DOCKET NO. EF-210012

GOOSE PRAIRIE SOLAR PROJECT

ORDER ON APPLICATION FOR
TRANSFER OF SITE CERTIFICATION
AGREEMENT.

Executive Summary

The Goose Prairie Solar Project is an 80 megawatt alternating current solar photovoltaic generation facility with optional battery storage system to be constructed in Yakima County (the Facility). The Facility is subject to a Site Certificate Agreement (SCA) currently held by OER WA Solar 1, LLC (OER).

Pursuant to WAC 463-66-100, this order approves the February 1, 2022, application of OER and the Brookfield Global Transition Fund,¹ an investment fund managed by Brookfield Asset Management, (Brookfield) for transfer of the SCA from OER to Goose Prairie Solar LLC, and for amendment of the SCA to reflect Goose Prairie Solar LLC as the SCA holder.²

Background

On January 21, 2021, OER filed an application with the Energy Facility Site Evaluation Council (EFSEC or Council) to obtain site certification under RCW 80.50.060 to construct and operate

¹ Brookfield Global Transition Fund describes itself as an investment fund focused on the global transition to a net-zero carbon economy.

² Out of an abundance of caution, OER and Brookfield applied for separate approval of both a “direct” and “indirect” transfer of the SCA. However, there is no need to make such a distinction in this case. An indirect transfer occurs when there is, for example, a change of control of the certificate holder entity—and therefore indirectly, of the SCA—even though the holder named in the SCA does not change. *See* WAC 463-66-100 (“No site certification agreement . . . shall be transferred . . . indirectly, through transfer of control of the . . . agreement owner or project sponsor without express council approval of such action.”).

the Facility. Following review of the application, on October 19, 2021, EFSEC issued its Report to the Governor, recommending approval.

The Governor approved the application and OER subsequently executed the SCA with an effective date of December 20, 2021.

The SCA authorizes OER, any and all parent companies, and any and all assignees or successors approved by the Council, to construct and operate the facilities subject to the terms and conditions set forth in the SCA. Construction must be substantially complete no later than ten years from the SCA's effective date.

OneEnergy Development, LLC, the parent company of OER, has agreed to sell all of OER's assets, properties and rights relating to the Facility to Goose Prairie Solar LLC subject to certain conditions precedent, including the Council's approval of transfer of the SCA. Goose Prairie Solar LLC is a wholly-owned subsidiary of Brookfield. OER and Brookfield therefore request the Council's approval for transfer of the SCA from OER to Goose Prairie Solar LLC. The transfer will require amending the SCA to change the name of the certificate holder from OER WA Solar I, LLC, to Goose Prairie Solar LLC.

Analysis

WAC 463-66-100 provides that an SCA shall not be transferred except with the Council's approval. A certificate holder seeking to transfer an SCA must file an application with the Council including basic information about the new owner to demonstrate the transferee's organizational, financial, managerial, and technical capability to comply with the terms and conditions of the SCA, including approved plans for termination of the plant and site restoration. WAC 463-66-100(1).

Following a public informational hearing, the Council may approve an application for transfer of an SCA if it determines (1) that the applicant has provided sufficient information about its organization and affiliations (2) its entitlement to possession of the energy facility or facilities, and (3) its agreement to abide by all the terms and conditions of the SCA to be transferred and has demonstrated that it has the organizational, financial, managerial, and technical capability and is willing and able to comply with the terms and conditions of the certification agreement being transferred. WAC 463-66-100(4).

WAC 463-66-100(5) provides that the Council "shall issue a formal order either approving or denying the application for transfer of the site certification agreement. If the council denies the request, it shall state the reasons for its denial."

As required by WAC 463-66-100(4), EFSEC held an informational hearing on the application on March 15, 2022, at which representatives of OER and Brookfield presented information about Brookfield and the proposed transaction. No public comments were submitted.

In its written application and during the public informational hearing, OER and Brookfield presented information about Brookfield's organization and history, its considerable assets, and its large portfolio of planned and operational alternative energy projects, all of which evidence

its organizational, financial, managerial, and technical capability to comply with the terms and conditions of the SCA.

The information provided by OER and Brookfield supports a determination that Brookfield has the organizational, financial, managerial, and technical capability and is willing and able to comply with the terms and conditions of the certification agreement being transferred. WAC 463-66-100(4)(c). It is therefore appropriate that transfer of the SCA to Goose Prairie Solar LLC should be approved and that the SCA be amended to reflect Goose Prairie Solar LLC as the holder.

THEREFORE, IT IS HEREBY ORDERED that:

The proposed transfer of the OER SCA from OER to Goose Prairie Solar LLC is approved pursuant to WAC 463-66-100 and the agreement shall be amended.

DATED at Olympia, Washington and effective on this 20 day of April, 2022.

WASHINGTON ENERGY FACILITY
SITE EVALUATION COUNCIL

A handwritten signature in black ink, appearing to read "Kathleen Drew", written over a horizontal line.

Kathleen Drew, Chair