Application for Indirect Transfer of SCAs held by Project Companies TE - Penstemon, LLC, TE - Camas, LLC, and TE - Urtica, LLC via the Project Companies' Acquisition by Citrine Solar LLC, a subsidiary of Greenbacker Renewable Energy Corporation

WAC 463-66-100

WAC 463-66-100 Transfer of a site certification agreement.

No site certification agreement, any portion of a site certification agreement, nor any legal or equitable interest in such an agreement issued under this chapter shall be transferred, assigned, or in any manner disposed of (including abandonment), either voluntarily or involuntarily, directly or indirectly, through transfer of control of the certification agreement or the site certification agreement owner or project sponsor without express council approval of such action. In the event a site certification agreement is to be acquired via a merger, leveraged buy-out, or other change in corporate or partnership ownership, the successor in interest must file a formal petition under the terms of this section to continue operation or other activities at the certificated site.

> *(1) A certification holder seeking to transfer or otherwise dispose of a site certification agreement must file a formal application with the council including information about the new owner required by WAC 463-60-015 and 463-60-075 that demonstrate the transferee's organizational, financial, managerial, and technical capability to comply with the terms and conditions of the original site certification agreement including council approved plans for termination of the plant and site restoration. The council may place conditions on the transfer of the certification agreement including provisions that reserve liability for the site in the original certification holder.*

RESPONSE: The Application for Transfer details how the "new owner" demonstrates that it has "the financial, managerial, and technical capability to comply with the terms and conditions of the original site certification agreement including council approved plans for termination of the plant and site restoration."

1. Summary of Application for Transfer: Greenbacker Renewable Energy Company (GREC) submits this Application seeking approval of an indirect transfer, or change of control, of the Columbia Solar Site Certificates from TUUSSO to GREC. GREC's Project Company, Citrine Solar LLC proposes to acquire the Project Companies that, subject to the Council's approval of the Application to Transfer Site Certificate Agreements to Project Companies, will be the Site Certificate Agreement holders:

TE - Penstemon, LLC
TE - Camas, LLC
TE - Urtica, LLC

GREC's Application for Indirect Transfer of the Site Certification Agreements is subject to the following commercial terms and conditions between TUUSSO and GREC; the actual transfer will only occur once

TUUSSO and GREC supply EFSEC with a written confirmation that all commercial concerns have been satisfied to the satisfaction of both TUUSSO and GREC.

Agreement between TUUSSO and GREC (a "Membership Interest Purchase and Sale Agreement" (MIPSA)) requires the occurrence of two key events regarding the SCAs for the three projects:

(1) The SCAs must be transferred into the name of the respective project companies, TE – Penstemon, LLC, TE – Urtica, LLC, and TE – Camas, LLC; and

(2) EFSEC must approve the transfer of control of the site certification agreements that will result from the transfer of ownership of each project company to Citrine Solar LLC.

In conjunction with this transfer, GREC intends to replace the Site Restoration Financial Assurance currently provided by TUUSSO through an irrevocable letter of credit, with a corporate guaranty provided by GREC. GREC and TUUSSO both acknowledge that in order for this to happen, (a) EFSEC would need to first determine that GREC is eligible to provide this type of financial assurance based on GREC's financial creditworthiness, (b) EFSEC would need to approve the form of this guaranty, and (c) under no circumstances, will this transfer be allowed to take place if doing so would cause any lapse in the Site Restoration Financial Assurance. Therefore, the approval of indirect transfer of control of the SCAs being sought here, shall be conditional upon EFSEC's written approval of the Site Restoration Financial Assurance that will need to be in place before the actual transfer of ownership of the project companies is consummated. For the avoidance of doubt, the indirect transfer of control shall not be allowed to occur until and unless and any/all concerns related to the Site Restoration Financial Assurance have been sufficiently addressed in EFSEC's sole determination.

2. Information about the "New Owner;" Description of GREC:

History

Greenbacker Capital Management (GRM) was founded in 2011 with a mission to create an investment management platform dedicated to investing in real assets, meaning those that have intrinsic value, as opposed to financial assets or intellectual property. Renewable energy projects are sustainable infrastructure projects.

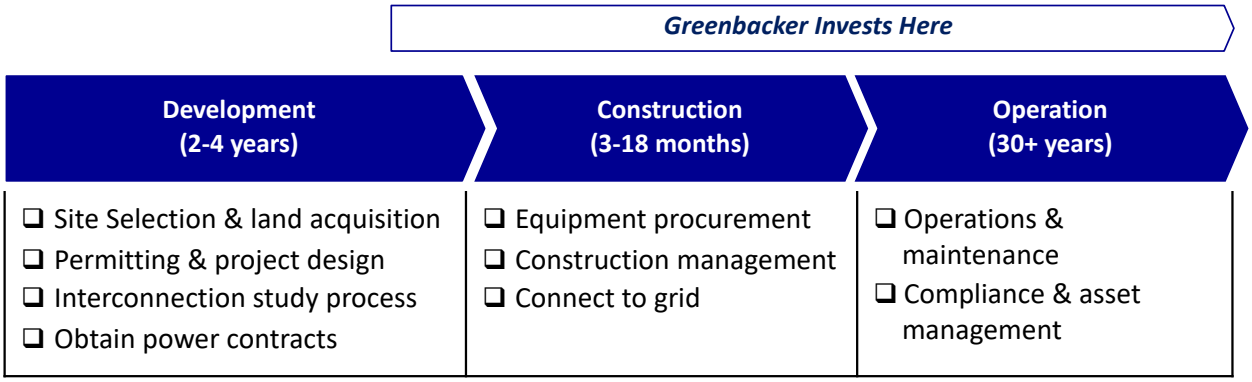
That same year, GRM formed Greenbacker Capital Management Company as the first direct placement program focused on investing in solar and wind power projects. This structure would allow individual investors to invest alongside family offices and institutional investors in assets such as solar and wind projects, which had typically only been reserved for private equity, corporate, and institutional investors.

By 2014, GREC was declared effective by the SEC, and began accepting investments from investors, and investing those funds in power projects. By 2019, the gross investment value of GREC's portfolio had reached $500M, by 2020, it reached $1B.

As of March 21, 2021, GREC's project portfolio has a gross investment value of $1.46 billion, consisting of 210 projects across 30 states.

Strategy GRECs business objective is to generate attractive risk-adjusted returns, by acquiring and financing the construction and operation of income-generating renewable energy and sustainable development projects, primarily within North America. GREC invests in a diversified portfolio of income-producing renewable energy power facilities that sell long-term electricity contracts to off-takers with high credit quality, such as utilities, municipalities, and corporations.

The stage at which GREC invests ranges from (a) projects in late-stage development (i.e., development is nearly complete) to (b) projects that are fully constructed and operational, as depicted in the graphic below.



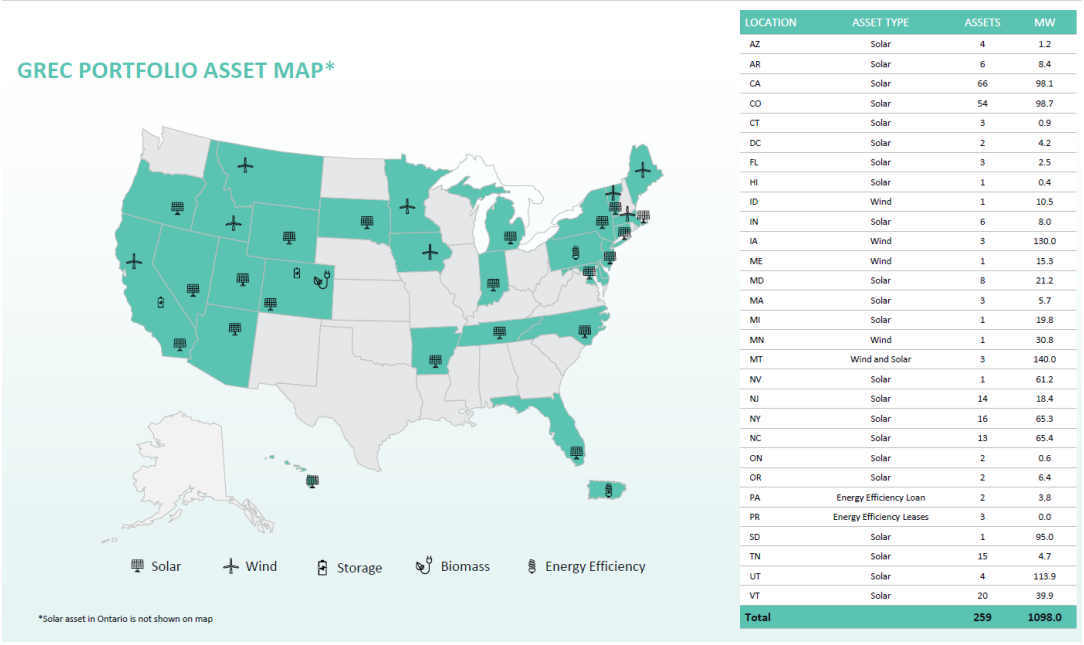
Because GREC does not engage in "greenfield" development (i.e., originating new projects from the start), Greenbacker's ability to work collaboratively with developers is critical to its success. In order to do this, Greenbacker has built a team with deep energy experience, while investing in relationships with independent developers such as Tuusso.

3. Transferee's "organizational, financial, managerial, and technical capability to comply with the terms and conditions of the original site certification agreement including council approved plans for termination of the plant and site restoration."

RESPONSE: As noted above, GREC buys, builds, owns and operates utility scale renewable energy projects, and secures power purchasers for each project.

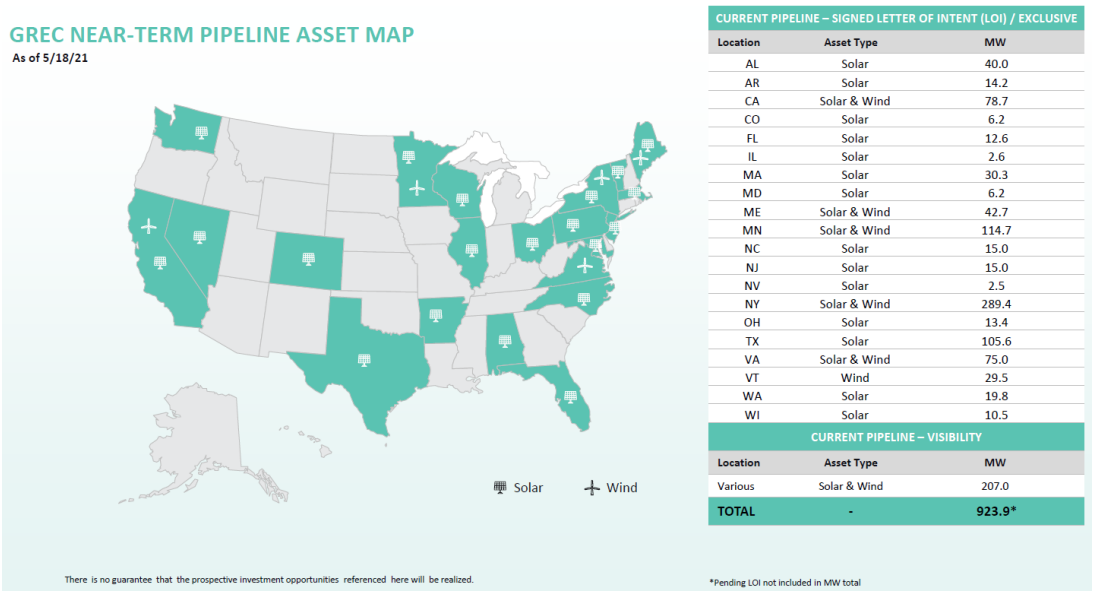
Summary of GREC's Investment Portfolio and Projects: The following is an overview summary of GREC's currently operational and pending projects. As shown, GREC's assets are diverse in terms of technologies and locations.

Project Locations: Existing, Operating Projects (Assets): GREC is currently managing around 250 operating projects, with a cumulative total of nearly 1100 MW.



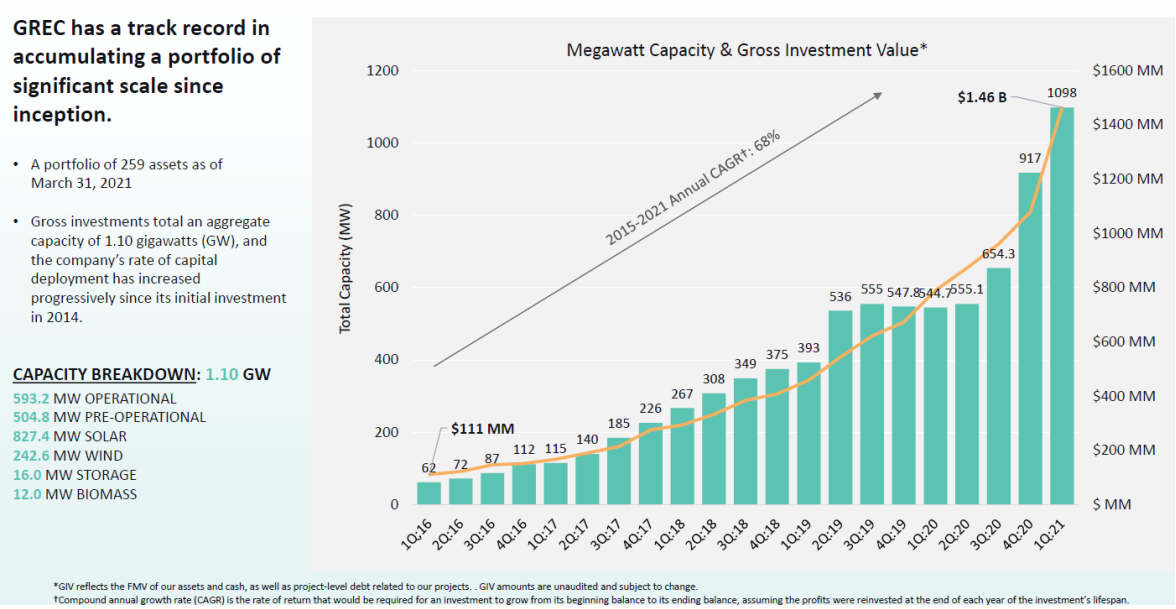
LOCATION	ASSET TYPE	ASSETS	MW
AZ	Solar	4	1.2
AR	Solar	6	8.4
CA	Solar	66	98.1
CO	Solar	54	98.7
CT	Solar	3	0.9
DC	Solar	2	4.2
FL	Solar	3	2.5
HI	Solar	1	0.4
ID	Wind	1	10.5
IN	Solar	6	8.0
IA	Wind	3	130.0
ME	Wind	1	15.3
MD	Solar	8	21.2
MA	Solar	3	5.7
MI	Solar	1	19.8
MN	Wind	1	30.8
MT	Wind and Solar	3	140.0
NV	Solar	1	61.2
NJ	Solar	14	18.4
NY	Solar	16	65.3
NC	Solar	13	65.4
ON	Solar	2	0.6
OR	Solar	2	6.4
PA	Energy Efficiency Loan	2	3.8
PR	Energy Efficiency Leases	3	0.0
SD	Solar	1	95.0
TN	Solar	15	4.7
UT	Solar	4	113.9
VT	Solar	20	39.9
Total		**259**	**1098.0**

Projects Locations: Pending Near-Term Projects (Assets): GREC has targeted "near term" pipeline projects shown below, totaling nearly 925 MW once operational.



CURRENT PIPELINE – SIGNED LETTER OF INTENT (LOI) / EXCLUSIVE		
Location	**Asset Type**	**MW**
AL	Solar	40.0
AR	Solar	14.2
CA	Solar & Wind	78.7
CO	Solar	6.2
FL	Solar	12.6
IL	Solar	2.6
MA	Solar	30.3
MD	Solar	6.2
ME	Solar & Wind	42.7
MN	Solar & Wind	114.7
NC	Solar	15.0
NJ	Solar	15.0
NV	Solar	2.5
NY	Solar & Wind	289.4
OH	Solar	13.4
TX	Solar	105.6
VA	Solar & Wind	75.0
VT	Wind	29.5
WA	Solar	19.8
WI	Solar	10.5
CURRENT PIPELINE – VISIBILITY		
Location	**Asset Type**	**MW**
Various	Solar & Wind	207.0
TOTAL	-	**923.9***

4. Financial Capability; Ability to Comply with SCA: The Project information above demonstrates the depth and diversity of GREC's projects, with over a gigawatt of operating and near-term projects. Investment track record and value of the project assets are summarized below.



As of December 31, 2021, GREC had $688M of assets on its balance sheet, with total liabilities of $133M. Project investments accounted for $649M of total assets, which, for clarity, corresponds to the equity portion of the Gross Investment Value shown in the chart above.

5. Management and Operation of Projects; Capability to Successfully Retire Facility and Restore Project Sites:

Construction Expertise & Qualifications: To build its development and construction assets, GREC works with third-party Engineering, Procurement, and Construction ("EPC") contractors selected by GREC directly or by the original developer from whom GREC acquired the asset. GREC has long-standing relationships with reputable EPC contractors across the country, including Borrego Solar, Konisto, McCarthy Building Companies, and Sundt. GREC also has an in-house construction team of 9 full-time individuals with a combined 93-plus years of experience in Solar and Construction. GREC and TUUSSO have partnered with Borrego Solar to construct the TUUSSO sites. Borrego Solar began EPC work 40 years ago, working exclusively in solar & energy storage — developing, engineering, building, and managing a portfolio of solar and energy storage projects for system owners. Borrego Solar has installed more than 850 MW of successful clean energy projects nationwide for hundreds of large commercial, community solar, and utility scale system owners. Borrego Solar has its own team of in-house electrical, structural, and civil professional engineers, ensuring that designs are optimized for each customer's specific needs.

GREC has a successful track record overseeing construction on its pipeline. Of note, Turquoise Solar, the largest operating project in GREC's investment portfolio, Turquoise was recently awarded "Utility-Scale Project of the Year" in *Solar Builder's* 2020 Project of the year awards due to the engineering solutions designed for a site that had unique terrain challenges. GREC engaged McCarthy Building Companies' Renewable Energy & Storage group to construct Turquoise, which is located on approximately 180 acres

in Reno Technology Park and achieved commercial operations in December 2020. The effort created 236 clean energy craft worker construction jobs, 90% of which were filled by Nevada residents, and represented a $6 million investment in Washoe County over a two-year construction timeline.

Operational Phase Environmental Monitoring and Compliance: GREC conducts environmental monitoring at several sites where it is mandatory to comply with specific permitting requirements. To do so, GREC engages fully licensed local consultants who have experience with site specific flora and fauna. In some cases, the consultant works directly with the authorities on GREC's behalf, while in others, GREC files their reports. Using local, reputable firms has proven a successful strategy to maintain compliance; to date, GREC has not had any violations on its sites.

Examples of firms GREC has worked with include Arrowwood Environmental and Ericcson Grant. Arrowood conducts invasive species management (*i.e.,* land surveying, site mowing, and annual report submission) on one of GREC's Vermont sites, while Ericcson Grant conducts monthly burrowing owl mortality monitoring on a 26MW solar site in California.

Beyond satisfying regulatory compliance, vegetation management is also a core pillar of GREC's internal corporate social responsibility agenda. GREC is committed to implementing a vegetation management strategy for as many of its sites as feasible in order to provide beneficial ecosystem services to local communities. While these differ on a site-by-site basis, its strategies entail providing food/habitat for butterflies, bees, and other insects necessary for crop pollination; building and stabilizing soil; mitigating noxious weeds, providing grazing forage, etc. For pollinator sites, GREC works with local pollinators for initial instillation and subsequent monitoring to adhere to state-specific pollinator-friendly scorecards and has partnered with institutions such as the University of Vermont, the Gund Institute, and the University of Chicago to study the medium-term ecological impacts of pollinator practices.

Ensuring a smooth transfer of ownership is critical, not only to the TUUSSO projects, but to all projects that GREC acquires. In this case, GREC has worked closely with TUUSSO over the past 18 months, as both a financier and a partner on all major development decisions and contracting relationships. This relationship which will continue forward until the projects are fully completed, which the SCA transfer will have minimal, if any, impact on. By the time the projects are operational, GREC and TUUSSO will have had two years of "overlap" on the projects, which provides significant continuity in the various contractual, legal, and working relationships with project stakeholders. Ultimately, this will help ensure continued compliance with the requirements of SCA and other relevant permitting documents.

This continuity can be seen in the contractors and consultants involved in the TUUSSO projects. SWCA has been involved throughout the entire permitting process and will remain involved on future plan submissions and compliance with monitoring requirements under the Cultural and Archeological Monitoring Plan. Similarly, Confluence Environmental Company has helped create the updated planting plan that was included in the projects' Habitat Restoration and Wetland Mitigation Plans and will remain involved to oversee its implementation.

Decommissioning Expertise: GREC will work with an experienced and certified contractor (the "Decommissioning Contractor") to decommission the Project in compliance with the ISRP guidelines. GREC has not yet had to decommission a project in its portfolio but has partnered with its EPC partners to develop decommissioning plans for its utility-scale projects. GREC will obtain all required permits for

all electrical equipment to be de-energized, isolated and disconnected; and for all above and below-ground components to be removed and recycled to the maximum extent possible. GREC has provided decommissioning financial assurances for other projects in the past, and will ensure there is no lapse in the Site Restoration Financial Assurance resulting from the indirect transfer of the Columbia Solar SCAs.

> **WAC 463-66-100** *(2) If the certification holder is seeking an alternative disposition of a certificated site, the certification holder must petition the council for an amendment to its site certification agreement pursuant to the provisions of this chapter and gain council approval of its alternative disposition plan. In submitting a request for an alternative disposition of a certificated site, the certification holder must describe the operational and environmental effects of the alternative use of the site on the certified facility. If the proposed alternative use of the site is inconsistent with the terms and conditions of the original site certification agreement the council may reject the application for alternative use of the site.*

RESPONSE: Not applicable. Neither Columbia Solar nor Citrine Solar LLC propose an alternative disposition of the certificated site.

> **WAC 463-66-100** *(3) The council shall require any person who submits an application to acquire a site certification agreement under provisions of this section to file a written consent from the current certification holder, or a certified copy of an order or judgment of a court of competent jurisdiction, attesting to the person's right, subject to the provisions of chapter **80.50** RCW et seq. and the rules of this chapter, to possession of the energy facility involved.*

RESPONSE: Not applicable, as both TUUSSO and Greenbacker are making this request pursuant to this rule.

> **WAC 463-66-100** *(4) After mailing a notice of the pending application for transfer of the site certification agreement to all persons on its mailing list, the council shall hold an informational hearing on the application. Following the hearing the council may approve an application for transfer of the site certification agreement if the council determines that:*
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> *(a) The applicant satisfies the provisions of WAC **463-60-015** and **463-60-075**;*
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> *(b) The applicant is entitled to possession of the energy facility described in the certification agreement; and*
>
> *(c) The applicant agrees to abide by all of the terms and conditions of the site certification agreement to be transferred and has demonstrated 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.*
>
> *(5) 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.*

RESPONSE: The Applicant anticipates that following the hearing, EFSEC will be able to find that the applicant complies with all requirements of WAC 463-66-100. The applicant will agree to abide by all of the terms and conditions of the site certification agreement to be transferred.