UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 29, 2017

8point3 Energy Partners LP
(Exact name of registrant as specified in its charter)

Delaware	**1-37447**	**47-3298142**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

77 Rio Robles	
San Jose, California	**95134**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(408) 240-5500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 2.02. Results of Operations and Financial Condition.

On June 29, 2017, 8point3 Energy Partners LP (the “Partnership”) issued a press release reporting the Partnership’s financial and operating results for the second quarter ended May 31, 2017. A copy of the press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

The information provided in this Item 2.02 and in Exhibit 99.1 shall be deemed “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Number	Description
99.1	Press release dated June 29, 2017

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

8POINT3 ENERGY PARTNERS LP

By: 8point3 General Partner, LLC,
its general partner

By: /s/ JASON E. DYMBORT
Jason E. Dymbort
General Counsel

Date: June 29, 2017

INDEX TO EXHIBITS

Number	Description
99.1	Press release dated June 29, 2017

Exhibit 99.1

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8point3 Energy Partners Reports Second Quarter 2017 Results

Increased Second Quarter Distribution by 3.0 percent over First Quarter Distribution

SAN JOSE, Calif., June 29, 2017 - 8point3 Energy Partners LP (NASDAQ:CAFD) today announced financial results for its second fiscal quarter ended May 31, 2017.

- **Exceeded Q2 2017 revenue, net income, Adjusted EBITDA and CAFD guidance**
- **Sponsors' strategic review of Partnership interests continuing**
- **Declared Q2 2017 distribution of $0.2642 per share, an increase of 3.0 percent over the Q1 2017 distribution**
- **Forecasts Q3 2017 distribution of $0.2721 per share, an increase of 3.0 percent compared to the Q2 2017 distribution**
- **Partnership reiterates fiscal year 2017 financial guidance and distribution growth of 12 percent**

For the second quarter of fiscal 2017, 8point3 Energy Partners reported revenue of $16.7 million, net income of $7.1 million, Adjusted EBITDA of $28.5 million and cash available for distribution (CAFD) of $18.8 million.

"We were pleased with our performance as we exceeded our key financial metrics for the second quarter in addition to raising our quarterly distribution by 3 percent," said Chuck Boynton, 8point3 Energy Partners' CEO. "Our portfolio, which consisted of interests in 945 megawatts (MW) of U.S. solar generating assets at the end of the second quarter, continues to perform well and is expected to generate annual CAFD of approximately $100 million in 2017."

Additionally, during the quarter, the Board of Directors of the Partnership's general partner waived the negotiating period related to the offering of First Solar's 280-MW California Flats and 40-MW Cuyama Right of First Offer (ROFO) projects. As a result of this waiver, First Solar has the right to offer and sell these projects to a third party in accordance with the terms of the ROFO agreement.

The Board of Directors of the Partnership's general partner also declared a cash distribution for its Class A shares of $0.2642 per share for the second quarter. The second quarter distribution will be paid on July 14, 2017 to shareholders of record as of July 6, 2017.

"Our solid second quarter results reflect the continued stable performance of our asset portfolio," said Bryan Schumaker, 8point3 Energy Partners' chief financial officer. "Given our predictable cash flows, we remain committed to reducing the Partnership's leverage while maintaining our 12 percent targeted distribution growth rate for 2017."

The Partnership did not utilize its $125 million at-the-market (ATM) equity offering program during the second quarter.

Guidance

The Partnership's third quarter 2017 guidance is as follows: revenue of $25.0 million to $26.0 million, net income of $21.0 million to $24.0 million, Adjusted EBITDA of $44.0 million to $47.5 million, CAFD of $28.0 million to $30.0 million and a distribution of $0.2721 per share, a forecasted increase of 3.0 percent compared to the Q2 2017 distribution.

The Partnership's fiscal year 2017 guidance remains unchanged: revenue of $63.3 million to $66.7 million, net income of $27.0 million to $32.6 million, Adjusted EBITDA of $106.5 million to $113.1 million and CAFD of $91.5 million to $101.0 million. The Partnership also expects a distribution growth rate of 12 percent for fiscal year 2017.

About 8point3 Energy Partners

8point3 Energy Partners LP (NASDAQ:CAFD) is a growth-oriented limited partnership formed by First Solar, Inc. and SunPower Corporation to own, operate and acquire solar energy generation projects. 8point3 Energy Partners' primary objective is to generate predictable cash distributions that grow at a sustainable rate. The Partnership owns interests in projects in the United States that generate long-term contracted cash flows and serve utility, commercial and residential customers. For more information about 8point3 Energy Partners, please visit: www.8point3energypartners.com.

For 8point3 Energy Partners Investors

This press release includes various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions. You can identify our forward-looking statements by words such as "anticipate", "believe", "estimate", "expect", "forecast", "goals", "objectives", "outlook", "intend", "plan", "predict", "project", "risks", "schedule", "seek", "target", "could", "may", "will", "should" or "would" or other similar expressions that convey the uncertainty of future events or outcomes. In accordance with "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, these statements are accompanied by cautionary language identifying important factors, though not necessarily all such factors, which could cause future outcomes to differ materially from those set forth in forward-looking statements. In particular, expressed or implied statements concerning the sponsors' ownership interest in the Partnership, expectations of plans, strategies, objectives and growth and anticipated financial and operational performance of the Partnership and its subsidiaries, including guidance regarding the Partnership's revenue, Adjusted EBITDA, cash available for distribution and distributions, other future actions, conditions or events such as the projected commercial operation dates of projects, future operating results or the ability to generate sales, income or cash flow or to make distributions are forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future actions, conditions or events and future results of operations may differ materially from those expressed in these forward-looking statements. Forward-looking statements speak only as of the date of this press release, June 29, 2017, and we disclaim any obligation to update such statements for any reason, except as required by law. All forward-looking statements contained in this press release are expressly qualified in their entirety by the cautionary statements contained or referred to in this paragraph. Many of the factors that will determine these results are beyond our ability to control or predict. These factors include the risk factors described under "Risk Factors" in the Partnership's Annual Report on Form 10-K for the fiscal year ended November 30, 2016, filed with the Securities and Exchange Commission on January 26, 2017 and the Partnership's Quarterly Report on Form 10-Q for the quarterly period ended February 28, 2017, filed with the Securities and Exchange Commission on April 5, 2017. If any of those risks occur, it could cause our actual results to differ materially from those contained in any forward-looking statement. Because of these risks and uncertainties, you should not place undue reliance on any forward-looking statement.

Non-GAAP Financial Information

This earnings release includes certain financial measures that are not defined under U.S. generally accepted accounting principles (GAAP), including Adjusted EBITDA and cash available for distribution. Such non-GAAP financial measures should be considered only as supplemental to, and not as superior to, financial measures prepared in accordance with GAAP. We reconcile these non-GAAP financial measures to the most directly comparable financial measure prepared in accordance with GAAP in the tables that accompany this release. In the introduction to such reconciliation tables that accompany this release, we disclose the reasons why we believe our use of the non-GAAP financial measures in this release provides useful information. Please read "Non-GAAP Financial Measures" below for further details on our use of non-GAAP financial measures.

8point3 Energy Partners LP
Condensed Consolidated Balance Sheets
(In thousands, except share data)
(Unaudited)

	May 31, 2017	November 30, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 10,633	$ 14,261
Accounts receivable and short-term financing receivables, net	8,591	5,401
Prepaid and other current assets[1]	9,574	15,745
Total current assets	28,798	35,407
Property and equipment, net	719,372	720,132
Long-term financing receivables, net	78,455	80,014
Investments in unconsolidated affiliates	785,832	475,078
Other long-term assets	23,778	24,432
Total assets	$ 1,636,235	$ 1,335,063
Liabilities and Equity		
Current liabilities:		
Accounts payable and other current liabilities[1]	$ 9,251	$ 23,771
Short-term debt and financing obligations[1]	2,209	1,964
Deferred revenue, current portion	941	870
Total current liabilities	12,401	26,605
Long-term debt and financing obligations[1]	716,723	384,436
Deferred revenue, net of current portion	172	308
Deferred tax liabilities	33,579	30,733
Asset retirement obligations	14,319	13,448
Other long-term liabilities	1,692	—
Total liabilities	778,886	455,530
Redeemable noncontrolling interests	17,346	17,624
Equity:		
Class A shares, 28,081,032 and 28,072,680 issued and outstanding as of May 31, 2017 and November 30, 2016, respectively	249,250	249,138
Class B shares, 51,000,000 issued and outstanding as of May 31, 2017 and November 30, 2016	—	—
Accumulated earnings	12,494	22,440
Total shareholders' equity attributable to 8point3 Energy Partners LP	261,744	271,578
Noncontrolling interests	578,259	590,331
Total equity	840,003	861,909
Total liabilities and equity	$ 1,636,235	$ 1,335,063

1 The Partnership has related-party balances for transactions made with the Sponsors and tax equity investors. Related-party balances recorded within “Prepaid and other current assets” in the unaudited condensed consolidated balance sheets were $0.8 million and $0.9 million as of May 31, 2017 and November 30, 2016, respectively. Related-party balances recorded within “Accounts payable and other current liabilities” in the unaudited condensed consolidated balance sheets were $6.3 million and $19.7 million due to Sponsors as of May 31, 2017 and November 30, 2016, respectively, and $0.8 million and $1.0 million due to tax equity investors as of May 31, 2017 and November 30, 2016, respectively. Related-party balances recorded within “Short-term debt and financing obligations” and “Long-term debt and financing obligations” in the unaudited condensed consolidated balance sheets were $2.2 million and $47.8 million, respectively, as of May 31, 2017, and $2.0 million and zero, respectively, as of November 30, 2016.

8point3 Energy Partners LP
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	May 31, 2017	May 31, 2016	May 31, 2017	May 31, 2016
Revenues:				
Operating revenues[1]	$ 16,678	$ 13,517	$ 26,575	$ 20,619
Total revenues	16,678	13,517	26,575	20,619
Operating costs and expenses[1]:				
Cost of operations	2,110	1,759	4,332	3,025
Selling, general and administrative	1,942	1,656	3,844	3,292
Depreciation and accretion	6,892	5,388	13,655	10,014
Acquisition-related transaction costs	18	829	31	1,662
Total operating costs and expenses	10,962	9,632	21,862	17,993
Operating income	5,716	3,885	4,713	2,626
Other expense (income):				
Interest expense	5,874	3,051	11,369	5,924
Interest income	(294)	(328)	(565)	(613)
Other expense (income)	37	(334)	(797)	(260)
Total other expense, net	5,617	2,389	10,007	5,051
Income (loss) before income taxes and equity in earnings of unconsolidated investees	99	1,496	(5,294)	(2,425)
Income tax provision	(2,315)	(6,681)	(2,848)	(10,218)
Equity in earnings of unconsolidated investees	9,359	5,024	9,965	5,429
Net income (loss)	7,143	(161)	1,823	(7,214)
Less: Net income (loss) attributable to noncontrolling interests and redeemable noncontrolling interests	3,757	(10,183)	(2,424)	(22,544)
Net income attributable to 8point3 Energy Partners LP Class A shares	$ 3,386	$ 10,022	$ 4,247	$ 15,330
Net income per Class A share:				
Basic	$ 0.12	$ 0.50	$ 0.15	$ 0.77
Diluted	$ 0.12	$ 0.50	$ 0.15	$ 0.77
Distributions per Class A share:	$ 0.26	$ 0.22	$ 0.51	$ 0.44
Weighted average number of Class A shares:				
Basic	28,077	20,011	28,075	20,009
Diluted	43,577	35,511	43,575	35,509

1 The Partnership has related-party activities for transactions made with the Sponsors. Related party transactions recorded within "Operating revenues" in the unaudited condensed consolidated statement of operations were $1.3 million for each of the three months ended May 31, 2017 and May 31, 2016, and $2.6 million for each of the six months ended May 31, 2017 and May 31, 2016. Related party transactions recorded within "Operating costs and expenses" in the unaudited condensed consolidated statement of operations were $2.2 million and $1.7 million for the three months ended May 31, 2017 and May 31, 2016, respectively, and $4.2 million and $3.1 million for the six months ended May 31, 2017 and May 31, 2016, respectively.

8point3 Energy Partners LP
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended	
	May 31, 2017	**May 31, 2016**
Cash flows from operating activities:		
Net income (loss)	$ 1,823	$ (7,214)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, amortization and accretion	13,871	10,014
Unrealized gain on interest rate swap	(633)	(251)
Distributions from unconsolidated investees	9,965	7,718
Equity in earnings of unconsolidated investees	(9,965)	(5,429)
Deferred income taxes	2,846	10,218
Share-based compensation	112	112
Amortization of debt issuance costs	487	306
Other, net	(62)	166
Changes in operating assets and liabilities:		
Accounts receivable and financing receivable, net	(1,559)	(2,432)
Prepaid and other assets	7,104	(464)
Deferred revenue	(59)	(68)
Accounts payable and other liabilities	1,050	951
Net cash provided by operating activities	24,980	13,627
Cash flows from investing activities:		
Cash provided by (used in) purchases of property and equipment, net	(114)	1,143
Cash paid for acquisitions	(304,465)	(117,974)
Distributions from unconsolidated investees	19,333	1,193
Net cash used in investing activities	(285,246)	(115,638)
Cash flows from financing activities:		
Proceeds from issuance of bank loans, net of issuance costs	283,987	64,991
Repayment of promissory note to First Solar	(1,964)	—
Capital contributions from SunPower	—	9,973
Cash distribution to Class A shareholders	(14,193)	(8,835)
Cash distributions to Sponsors as OpCo unit holders	(25,781)	—
Cash contributions from noncontrolling interests and redeemable noncontrolling interests - tax equity investors	18,750	372
Cash distributions to noncontrolling interests and redeemable noncontrolling interests - tax equity investors	(4,161)	(1,276)
Net cash provided by financing activities	256,638	65,225
Net decrease in cash and cash equivalents	(3,628)	(36,786)
Cash and cash equivalents, beginning of period	14,261	56,781
Cash and cash equivalents, end of period	$ 10,633	$ 19,995
Non-cash transactions:		
Issuance by OpCo of promissory note to First Solar in connection with the Stateline Acquisition	$ 50,000	$ —
Property and equipment acquisitions funded by liabilities	4,287	3,435
Settlement of related party payable by capital contribution from tax equity investor	—	46,837
Accrued distributions to noncontrolling interests and redeemable noncontrolling interests - tax equity investors	785	1,616

Non-GAAP Financial Measures

Our management uses a variety of financial metrics to analyze our performance. The key financial metrics we evaluate are Adjusted EBITDA and cash available for distribution.

Adjusted EBITDA.

We define Adjusted EBITDA as net income (loss) plus interest expense, net of interest income, income tax provision, depreciation, amortization and accretion, including our proportionate share of net interest expense, income taxes and depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method, and share-based compensation and transaction costs incurred for our acquisitions of projects; and excluding the effect of certain other non-cash or non-recurring items that we do not consider to be indicative of our ongoing operating performance such as, but not limited to, mark to market adjustments to the fair value of derivatives related to our interest rate hedges. Adjusted EBITDA is a non-U.S. GAAP financial measure. This measurement is not recognized in accordance with U.S. GAAP and should not be viewed as an alternative to U.S. GAAP measures of performance. The U.S. GAAP measure most directly comparable to Adjusted EBITDA is net income (loss). The presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of financial performance and borrowers' ability to service debt. In addition, Adjusted EBITDA is used by our management for internal planning purposes including certain aspects of our consolidated operating budget and capital expenditures. It is also used by investors to assess the ability of our assets to generate sufficient cash flows to make distributions to our Class A shareholders.

However, Adjusted EBITDA has limitations as an analytical tool because it does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments, does not reflect changes in, or cash requirements for, working capital, does not reflect significant interest expense or the cash requirements necessary to service interest or principal payments on our outstanding debt or cash distributions on tax equity, does not reflect payments made or future requirements for income taxes, and excludes the effect of certain other cash flow items, all of which could have a material effect on our financial condition and results of operations. Adjusted EBITDA is a non-U.S. GAAP measure and should not be considered an alternative to net income (loss) or any other performance measure determined in accordance with U.S. GAAP, nor is it indicative of funds available to fund our cash needs. In addition, our calculations of Adjusted EBITDA are not necessarily comparable to EBITDA as calculated by other companies. Investors should not rely on these measures as a substitute for any U.S. GAAP measure, including net income (loss).

Cash Available for Distribution.

We use cash available for distribution, which we define as Adjusted EBITDA less equity in earnings of unconsolidated affiliates, cash interest paid, cash income taxes paid, maintenance capital expenditures, cash distributions to noncontrolling interests and principal amortization of indebtedness plus cash distributions from unconsolidated affiliates, indemnity payments and working capital loans from Sponsors, test electricity generation, cash proceeds from sales-type residential leases, state and local rebates and cash proceeds for reimbursable network upgrade costs. Our cash flow is generated from distributions we receive from OpCo each quarter. OpCo's cash flow is generated primarily from distributions from the Project Entities. As a result, our ability to make distributions to our Class A shareholders depends primarily on the ability of the Project Entities to make cash distributions to OpCo and the ability of OpCo to make cash distributions to its unitholders.

We believe cash available for distribution is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of our ability to make our distributions. In addition, cash available for distribution is used by our management team for determining future acquisitions and managing our growth. The U.S. GAAP measure most directly comparable to cash available for distribution is net income (loss).

However, cash available for distribution has limitations as an analytical tool because it does not capture the level of capital expenditures necessary to maintain the operating performance of our projects, does not include changes in operating assets and liabilities and excludes the effect of certain other cash flow items, all of which could have a material effect on our financial condition and results from operations. Cash available for distribution is a non-U.S. GAAP measure and should not be considered an alternative to net income (loss) or any other performance measure determined in accordance with U.S. GAAP, nor is it indicative of funds available to fund our cash needs. In addition, our calculations of cash available for distribution are not necessarily comparable to cash available for distribution as calculated by other companies. Investors should not rely on these measures as a substitute for any U.S. GAAP measure, including net income (loss).

The following table presents a reconciliation of net income (loss) to Adjusted EBITDA and cash available for distribution for the three months ended May 31, 2017, February 28, 2017, and May 31, 2016, respectively, and six months ended May 31, 2017 and May 31, 2016, respectively:

8point3 Energy Partners LP
Reconciliation of Net Income to Adjusted EBITDA and Cash Available for Distribution (CAFD)
(Unaudited)

	Three Months Ended			Six Months Ended	
(in thousands)	**May 31, 2017**	**February 28, 2017**	**May 31, 2016**	**May 31, 2017**	**May 31, 2016**
Net income (loss)	$ 7,143	$ (5,320)	$ (161)	$ 1,823	$ (7,214)
Add (Less):					
Interest expense, net of interest income	5,580	5,224	2,715	10,804	5,303
Income tax provision	2,315	533	6,681	2,848	10,218
Depreciation, amortization and accretion	7,000	6,871	5,388	13,871	10,014
Share-based compensation	56	56	56	112	112

Acquisition-related transaction costs (1)	18	13	829	31	1,662
Unrealized gain (loss) on derivatives (2)	37	(670)	(325)	(633)	(251)
Add proportionate share from equity method investments (3)					
Interest expense, net of interest income	169	130	(53)	299	(95)
Depreciation, amortization and accretion	6,224	6,224	2,234	12,448	5,286
Adjusted EBITDA	$ 28,542	$ 13,061	$ 17,364	$ 41,603	$ 25,035
Less:					
Equity in earnings of unconsolidated affiliates, net with (3) above (4)	(15,752)	(6,960)	(7,205)	(22,712)	(10,620)
Cash interest paid (5)	(5,666)	(4,761)	(3,110)	(10,427)	(5,898)
Cash distributions to non-controlling interests	(2,276)	(1,885)	(420)	(4,161)	(904)
Short-term note (6)	—	(1,964)	—	(1,964)	—
Add:					
Cash distributions from unconsolidated affiliates (7)	11,587	17,711	2,633	29,298	9,057
Indemnity payment from Sponsors (8)	27	65	—	92	9,973
State and local rebates (9)	—	—	—	—	299
Cash proceeds from sales-type residential leases (10)	695	671	630	1,366	1,271
Test electricity generation (11)	22	10	421	32	421
Cash proceeds for reimbursable network upgrade costs (12)	1,630	6,123	—	7,753	—
Cash available for distribution	$ 18,809	$ 22,071	$ 10,313	$ 40,880	$ 28,634

(1) Represents acquisition-related financial advisory, legal and accounting fees associated with ROFO Project interests purchased and expected to be purchased by us in the future.

(2) Represents the changes in fair value of interest rate swaps that were not designated as cash flow hedges.

(3) Represents our proportionate share of net interest expense, depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method.

(4) Equity in earnings of unconsolidated affiliates represents the earnings from the Solar Gen 2 Project, the North Star Project, the Lost Hills Blackwell Project, the Henrietta Project, and the Stateline Project and is included on our unaudited condensed consolidated statements of operations.

(5) Represents cash interest payments related to OpCo's senior secured credit facility and the Stateline Promissory Note.

(6) Represents repayment of a working capital loan from First Solar.

(7) Cash distributions from unconsolidated affiliates represent the cash received by OpCo with respect to its 49% interest in the Solar Gen 2 Project, the North Star Project, the Lost Hills Blackwell Project, the Henrietta Project, and its 34% interest in the Stateline Project.

(8) Represents indemnity payments from the Sponsors owed to OpCo in accordance with the Omnibus Agreement.

(9) State and local rebates represent cash received from state or local governments for owning certain solar power systems. The receipt of state and local rebates is accounted for as a reduction in the asset carrying value rather than operating revenue.

(10) Cash proceeds from sales-type residential leases, net, represent gross rental cash receipts for sales-type leases, less sales-type revenue and lease interest income that is already reflected in net income (loss) during the period. The corresponding revenue for such leases was recognized in the period in which such lease was placed in service, rather than in the period in which the rental payment was received, due to the characterization of these leases under U.S. GAAP.

(11) For three and six months ended May 31, 2017, test electricity generation represents the sale of electricity that was generated prior to COD by Macy's Maryland Project. For the three and six months ended May 31, 2016, test electricity generation represents the sale of electricity that was generated prior to COD by the Kingbird Project. Solar systems may begin generating electricity prior to COD as a result of the installation and interconnection of individual solar modules, which occurs over time during the construction and commission period. The sale of test electricity generation is accounted for as a reduction in the asset carrying value rather than operating revenue prior to COD, even though it generates cash for the related Project Entity.

(12) Cash proceeds from a utility company related to reimbursable network upgrade costs associated with the Quinto Project and the Kingbird Project.

8point3 Energy Partners LP
FY 2017 Q3 Guidance
Reconciliation of Net Income to Adjusted EBITDA and Cash Available for Distribution (CAFD)

(in millions)	**Low**	**High**
Net income	21.0	24.0
Add (Less):		
Interest expense, net of interest income	6.3	6.3
Income tax provision	3.0	3.5
Depreciation, amortization and accretion	7.3	7.3
Share-based compensation	0.1	0.1
Add proportionate share from equity method investments (1):		
Depreciation, amortization and accretion	6.3	6.3
Adjusted EBITDA	$ 44.0	$ 47.5
Less:		
Equity in earnings of unconsolidated affiliates, net with (1)	(25.6)	(27.1)
Cash interest paid	(6.3)	(6.3)
Cash distributions to non-controlling interests	(2.6)	(2.6)
Add:		
Cash distributions from unconsolidated affiliates	17.7	17.7
Network upgrade refund	0.1	0.1
Cash proceeds from sales-type residential leases	0.7	0.7
Estimated cash available for distribution	$ 28.0	$ 30.0

(1) Represents our proportionate share of net interest expense, depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method.

8point3 Energy Partners LP
FY 2017 Guidance
Reconciliation of Net Income to Adjusted EBITDA and Cash Available for Distribution (CAFD)

(in millions)	**Low**	**High**
Net income	$ 27.0	$ 32.6
Add (Less):		
Interest expense, net of interest income	24.3	24.3
Income tax provision	3.4	4.4
Depreciation, amortization and accretion	26.3	26.3
Share-based compensation	0.2	0.2
Add proportionate share from equity method investments (1):		
Depreciation, amortization and accretion	25.3	25.3
Adjusted EBITDA	$ 106.5	$ 113.1
Less:		
Equity in earnings of unconsolidated affiliates, net with (1)	(60.4)	(63.5)
Cash interest paid	(24.3)	(24.3)
Cash distributions to non-controlling interests	(9.2)	(9.2)
Add:		
Cash distributions from unconsolidated affiliates	65.1	71.1
Network upgrade refund	13.2	13.2
Cash proceeds from sales-type residential leases	2.6	2.6
Repayment of working capital loan	(2.0)	(2.0)
Estimated cash available for distribution	$ 91.5	$ 101.0

(1) Represents our proportionate share of net interest expense, depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method.