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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended November 30, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________ to _________

Commission File Number: **001-37447**

8point3 Energy Partners LP

(Exact name of Registrant as specified in its Charter)

Delaware	**47-3298142**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
77 Rio Robles San Jose, California	**95134**
(Address of principal executive offices)	(Zip Code)

(408) 240-5500

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Class A Shares representing limited partner interests	**NASDAQ Global Select Market**
(Title of each class)	(Name of exchange on which registered

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☒	Non-accelerated filer ☐ (Do not check if a small reporting company)	Small reporting company ☐	Emerging growth company ☒

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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 7(a)(2)(B) of the Securities Act. ☒

The aggregate market value of the registrant's Class A Shares held by non-affiliates on May 31, 2017, the last business day of the Registrant's most recently completed second fiscal quarter (based on the closing sale price of $13.64 of the Registrant's Class A shares, as reported by the NASDAQ Global Select Market on such date) was approximately $382.0 million.

As of March 19, 2018, 28,093,305 shares of the Registrant's Class A Shares were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

EXPLANATORY NOTE

8point3 Energy Partners LP (the "Partnership") is filing this Amendment No. 1 on Form 10-K/A (this "Form 10-K/A") to include in its Annual Report on Form 10-K for the fiscal year ended November 30, 2017 (the "Original 10-K"), pursuant to Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, financial statements and related notes of SG2 Holdings, LLC ("SG2 Holdings"), NS Solar Holdings, LLC ("North Star Holdings"), and Parrey Holding Company, LLC ("Henrietta Holdings"), in which the Partnership owns a 49% interest, as well as Desert Stateline Holdings, LLC ("Stateline Holdings") in which the Partnership owns a 34% interest.

Rule 3-09 of Regulation S-X provides that if a 50% or less-owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20% for 10%, separate annual financial statements for such 50% or less-owned person corresponding to the periods covered by the financial statements of the Partnership included in the Original 10-K shall be filed. SG2 Holdings met the significance test in fiscal 2017, 2016 and 2015. North Star Holdings met the significance test in fiscal 2017 and 2015. Henrietta Holdings and Stateline Holdings met the significance test in fiscal 2017. As a result, the Partnership has included in this Form 10-K/A separate annual consolidated financial statements for these investees. The consolidated financial statements of SG2 Holdings and North Star Holdings are audited as of December 31, 2017 and 2016 and for the periods ended December 31, 2017, 2016, and 2015. Henrietta Holdings and Stateline Holdings are audited as of and for the periods ended December 31, 2017 and 2016. The consolidated financial statements are prepared in accordance with U.S. GAAP.

Item 15 is the only portion of the Original 10-K being supplemented or amended by this Form 10-K/A. Additionally, in connection with the filing of this Form 10-K/A and pursuant to SEC rules, the Partnership is including the consents of the independent auditors of SG2 Holdings, North Star Holdings, Henrietta Holdings and Stateline Holdings and currently dated certifications. This Form 10-K/A does not otherwise update any exhibits as originally filed and does not otherwise reflect events occurring after the original filing date of the Original 10-K. Accordingly, this Form 10-K/A should be read in conjunction with the Partnership's filings with the SEC subsequent to the filing of the Original 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as a part of this Annual Report on Form 10-K.

(1) Financial Statements:

The financial statements and supplementary information listed in the Index to Financial Statements, which appears in Part II, Item 8. “Financial Statements and Supplementary Data,” are filed as part the Original 10-K.

(2) Financial Statement Schedule:

All financial statement schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements or Notes to Consolidated Financial Statements under Part II, Item 8. “Financial Statements and Supplementary Data” of the Original 10-K.

The consolidated financial statements of SG2 Holdings, North Star Holdings and Henrietta Holdings, 49% owned equity method investees, as well as Stateline Holdings, a 34% owned equity method investee, required pursuant to Rule 3-09 of the Securities and Exchange Commission’s Regulation S-X, are provided as Exhibit 99.1, Exhibit 99.2, Exhibit 99.3, Exhibit 99.4, Exhibit 99.5 and Exhibit 99.6 to this Form 10-K/A. The consolidated financial statements of SG2 Holdings and North Star Holdings are audited as of December 31, 2017 and 2016 and for the periods ended December 31, 2017, 2016, and 2015. Henrietta Holdings and Stateline Holdings are audited as of and for the periods ended December 31, 2017 and 2016. The consolidated financial statements are prepared in accordance with U.S. GAAP.

(3) Exhibits: See Item 15(b) below.

(b) Exhibits: The exhibits listed on the Index to Exhibits on the Original 10-K are amended by the addition of the exhibits listed on the accompanying Index to Exhibits in this Form 10-K/A.

Exhibit Index

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
23.1*	Consent of Frazier & Deeter, LLC, Independent Auditors.	—	—	—	—
23.2*	Consent of Deloitte & Touche LLP, Independent Auditors.	—	—	—	—
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	—	—	—	—
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	—	—	—	—
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	—	—	—	—
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	—	—	—	—
99.1*	Financial Statements of SG2 Holdings, LLC as of and for the periods ended December 31, 2017 and 2016.	—	—	—	—
99.2*	Financial Statements of NS Solar Holdings, LLC as of and for the periods ended December 31, 2017 and 2016.	—	—	—	—
99.3*	Financial Statements of Parrey Holding Company, LLC as of and for the periods ended December 31, 2017 and 2016.	—	—	—	—
99.4*	Financial Statements of Desert Stateline Holdings, LLC as of and for the periods ended December 31, 2017 and 2016.	—	—	—	—
99.5*	Financial Statements of SG2 Holdings, LLC as of and for the periods ended December 31, 2016 and 2015.	—	—	—	—
99.6*	Financial Statements of NS Solar Holdings, LLC as of and for the periods ended December 31, 2016 and 2015.	—	—	—	—

* Filed herewith

** Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

8point3 Energy Partners LP

By: 8point3 General Partner, LLC
its general partner

Date: March 21, 2018

By: /s/ CHARLES D. BOYNTON

Charles D. Boynton
Chairman of the Board, Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-205655) and Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-212366) of 8point3 Energy Partners LP of our reports dated February 15, 2018, relating to the consolidated balance sheets of SG2 Holdings, LLC and Subsidiary; NS Solar Holdings, LLC and Subsidiary; and Desert Stateline, LLC and Subsidiary as of December 31, 2017 and 2016, and the related consolidated statements of income, changes in members' equity, and cash flows for the years then ended; our report dated February 28, 2017, relating to the consolidated balance sheets of SG2 Holdings, LLC and Subsidiary as of December 31, 2016 and 2015, and the related consolidated statements of income, changes in members' equity, and cash flows for the years then ended; and our report dated February 28, 2017, relating to the consolidated balance sheets of NS Solar Holdings, LLC and Subsidiary as of December 31, 2016 and 2015, and the related consolidated statements of income, changes in members' equity, and cash flows for the year ended December 31, 2016 and the period from April 30, 2015 (Date of Acquisition) to December 31, 2015, which appear in this Form 10-K/A.

/s/ Frazier & Deeter, LLC
March 21, 2018

Exhibit 23.2

Consent of Independent Auditors

We consent to the incorporation by reference in Registration Statement No. 333-205655 on Form S-8 and Amendment No. 1 to Registration Statement No. 333-212366 on Form S-3 of 8point3 Energy Partners LP of our report dated March 6, 2018, relating to the consolidated financial statements of Parrey Holding Company, LLC and Subsidiaries appearing in this Form 10-K/A of 8point3 Energy Partners LP for the year ended November 30, 2017.

/s/ Deloitte & Touche LLP
Atlanta, Georgia
March 21, 2018

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Charles D. Boynton, certify that:

1. I have reviewed this Annual Report on Form 10-K/A (Amendment No.1) of 8point3 Energy Partners LP;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 21, 2018

By: /s/ CHARLES D. BOYNTON
Charles D. Boynton
Chairman of the Board, Chief Executive Officer and Director of 8point3 General Partner, LLC
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bryan Schumaker, certify that:

1. I have reviewed this Annual Report on Form 10-K/A (Amendment No. 1) of 8point3 Energy Partners LP;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:	March 21, 2018	By:	/s/ BRYAN SCHUMAKER
			Bryan Schumaker
			Chief Financial Officer and Interim Chief Accounting Officer of 8point3 General Partner, LLC (Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of 8point3 Energy Partners LP (the "Partnership") on Form 10-K/A (Amendment No. 1) for the period ended November 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles D. Boynton, Chief Executive Officer of 8point3 General Partner, LLC, the general partner of the Partnership, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Partnership.

Date:	March 21, 2018	By:	/s/ CHARLES D. BOYNTON
			Charles D. Boynton
			Chairman of the Board, Chief Executive Officer and Director of 8point3 General Partner, LLC (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of 8point3 Energy Partners LP (the "Partnership") on Form 10-K/A (Amendment No. 1) for the period ended November 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bryan Schumaker, Interim Chief Financial Officer and Chief Accounting Officer of 8point3 General Partner, LLC, the general partner of the Partnership, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Partnership.

Date: March 21, 2018

By: /s/ BRYAN SCHUMAKER
Bryan Schumaker
Chief Financial Officer and Interim Chief Accounting Officer
of 8point3 General Partner, LLC
(Principal Financial Officer)

Independent Auditors' Report

Members
SG2 Holdings, LLC

We have audited the accompanying financial statements of SG2 Holdings, LLC and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of income, changes in members' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of SG2 Holdings, LLC and Subsidiary as of December 31, 2017 and 2016, and the consolidated results of their income and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Frazier & Deeter, LLC
Atlanta, Georgia
February 15, 2018

CONSOLIDATED BALANCE SHEETS
SG2 Holdings, LLC and Subsidiary

	December 31, 2017	December 31, 2016
	(in thousands)	
Assets		
Current assets:		
Cash	**$ 799**	$ 148
Receivables:		
Customer accounts receivable	**3,094**	4,660
Affiliated	**—**	37
Prepaid expenses	**1,585**	3,770
Total current assets	**5,478**	8,615
Noncurrent assets:		
Property, plant, and equipment		
In service	**713,060**	712,487
Less accumulated provision for depreciation	**(65,256)**	(44,830)
Plant in service, net of depreciation	**647,804**	667,657
Construction work in progress	**19**	—
Prepaid transmission services	**14,646**	15,713
Special deposits	**83**	83
Total noncurrent assets	**662,552**	683,453
Total Assets	**$ 668,030**	$ 692,068
Liabilities and Members' Equity		
Liabilities:		
Current liabilities:		
Accounts payable	**$ 170**	$ 618
Accounts payable - affiliated	**1,039**	770
Other current liabilities	**41**	—
Total current liabilities	**1,250**	1,388
Noncurrent liabilities:		
Asset retirement obligations	**6,461**	6,172
Other deferred credits and liabilities	**494**	707
Total noncurrent liabilities	**6,955**	6,879
Total Liabilities	**8,205**	8,267
Members' equity:		
Capital	**623,164**	659,731
Retained earnings	**36,661**	24,070
Total Members' Equity	**659,825**	683,801
Total Liabilities and Members' Equity	**$ 668,030**	$ 692,068

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
SG2 Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Operating Revenues	**$ 43,388**	$ 42,988
Operating Expenses:		
Operations and maintenance	**7,346**	7,809
Depreciation	**20,715**	20,680
Taxes other than income taxes	**278**	(372)
Total operating expenses	**28,339**	28,117
Operating Income	**15,049**	14,871
Interest income	**326**	604
Other expense	**(2,784)**	(357)
Net Income	**$ 12,591**	$ 15,118

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY
SG2 Holdings, LLC and Subsidiary

		Year Ended December 31, 2017		Year Ended December 31, 2016
		(in thousands)		
Total Members' Equity, beginning of period	**$**	**683,801**	$	707,417
Capital distributions		**(36,567)**		(38,734)
Net income	**$**	**12,591**	$	15,118
Total Members' Equity, end of period	**$**	**659,825**	$	683,801

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
SG2 Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Operating Activities:		
Net income	$ 12,591	$ 15,118
Adjustments to reconcile net income to net cash provided from operating activities —		
Depreciation	20,715	20,680
Other, net	1,892	689
Changes in certain current assets and liabilities —		
-Receivables	1,603	3,031
-Other current assets	1,146	11
-Accounts payable	(178)	(142)
-Accrued taxes	—	(655)
-Other current liabilities	41	19
Net cash provided from operating activities	37,810	38,751
Investing Activities:		
Property additions	(592)	(450)
Construction receivables/payables, net	—	—
Net cash used for investing activities	(592)	(450)
Financing Activities:		
Capital contributions	—	—
Capital distributions	(36,567)	(38,734)
Net cash used for financing activities	(36,567)	(38,734)
Net Change in Cash	651	(433)
Cash at Beginning of Period	148	581
Cash at End of Period	$ 799	$ 148

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SG2 Holdings, LLC and Subsidiary

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

SG2 Holdings, LLC (SG2 Holdings) is a holding company that was formed on September 5, 2014 and on October 22, 2014 acquired 100% of the membership interests of SG2 Imperial Valley, LLC (Imperial Valley, and collectively, the Company). Imperial Valley was formed on December 13, 2011 for the purpose of developing, constructing, owning and operating a utility-scale solar photovoltaic facility with a capacity of approximately 150 megawatts (MW) located in Imperial County, California, which began commercial operation on November 26, 2014.

The Company is a partnership with Class A membership interests owned by a wholly-owned subsidiary of Southern Power Company (SPC or Class A Member), and Class B membership interests owned by a wholly-owned subsidiary of 8point3 Operating Company, LLC (Class B Member).

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts and results of operations of the Company and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements requires the use of estimates, and actual results may differ.

Recently Issued Accounting Standards

In 2014, the FASB issued ASC 606, *Revenue from Contracts with Customers* (ASC 606), replacing the existing accounting standard and industry specific guidance for revenue recognition with a five-step model for recognizing and measuring revenue from contracts with customers. The underlying principle of the standard is to recognize revenue to depict the transfer of goods or services to customers at the amount expected to be collected. The new standard also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenue and the related cash flows arising from contracts with customers.

The Company has completed the evaluation of all revenue streams, which are derived from the purchase power agreement (PPA), and determined the adoption of ASC 606 will not change the current timing or amounts of revenue recognized in the Company's financial statements. The PPA is excluded from the scope of ASC 606 and included in the scope of the current leasing guidance (ASC 840).

The new standard is effective for periods beginning after December 15, 2018 for non-public companies and early adoption is permitted. The Company intends to use the modified retrospective method of adoption effective January 1, 2018. The Company has also elected to utilize practical expedients which allow it to apply the standard to open contracts at the date of adoption and to reflect the aggregate effect of all modifications when identifying performance obligations and allocating the transaction price for contracts modified before the effective date. The adoption of ASC 606 will not result in a cumulative adjustment as of the adoption date.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 requires lessees to recognize on the balance sheet a lease liability and a right-of-use asset for all leases. ASU 2016-02 also changes the recognition, measurement, and presentation of expense associated with leases and provides clarification regarding the identification of certain components of contracts that would represent a lease. The accounting required by lessors is relatively unchanged. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019 for non-public companies and early adoption is permitted. The Company will adopt the new standard effective January 1, 2019.

The Company has completed a detailed inventory and analysis of its leases, which comprise the PPA and land leases for its renewable generation facilities. While the Company has not yet determined the ultimate impact, adoption of ASU 2016-02 is expected to have a significant impact on the Company's balance sheet for lessee arrangements. See Note 4 for details of the Company’s undiscounted lease commitment.

Concentration of Credit Risk

The entire output of the facility is contracted under a 25-year PPA with San Diego Gas and Electric Company resulting in a significant concentration of credit risk as it relates to the customer accounts receivable. In addition, the PPA requires that a portion of the revenues are collected directly from the California Independent System Operator. However, the Company does not believe significant credit risk exists at December 31, 2017 due to the creditworthiness of the counterparties. There are no past due amounts from the counterparties at December 31, 2017.

Cash

The Company considers unrestricted cash on hand and deposits in banks to be cash.

Income Taxes

The Company and its subsidiary are limited liability companies treated as a partnership and a single-member disregarded entity, respectively, for income tax purposes. Therefore, federal and state income taxes are not recognized in these consolidated financial statements.

Property, Plant and Equipment

Property, plant, and equipment (PP&E) is stated at original cost, less accumulated depreciation. Capital additions and betterments that increase the useful lives of the assets are capitalized. Solar facility equipment and related assets are depreciated over their estimated useful lives of up to 35 years on a straight-line basis.

Asset Retirement Obligations

The Company's asset retirement obligations (ARO) relate to the leased land where the solar facility is located. Upon termination of the lease, the land is required to be restored to an agreed-upon condition. The Company's AROs are based on future estimated costs associated with the dismantlement, demolition, and removal of the solar facility and could differ significantly when they are incurred.

AROs are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred and estimable, and are then accreted to their future value. Costs are capitalized as part of the related long-lived asset and depreciated over 35 years. Details of the AROs included in the consolidated balance sheets are as follows:

	December 31,	
(in thousands)	**2017**	2016
Balance, at beginning of period	**$ 6,172**	$ 5,896
Accretion expense	**289**	276
Balance, at end of period	**$ 6,461**	$ 6,172

Long-Lived Assets

The Company's long-lived assets include PP&E. The Company evaluates impairment of these long-lived assets when events or changes in circumstances indicate that the carrying values may not be recoverable. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows compared to carrying value. If the estimated undiscounted future cash flows are less than the carrying value, the fair value of the asset is determined and an impairment loss is recorded. During the years ended December 31, 2017 and 2016, there were no impairment charges recorded.

Prepaid Transmission Services

In conjunction with the acquisition of Imperial Valley, the Company acquired a long-term prepaid for transmission services representing network and transmission upgrades that will be reimbursed to the Company through reductions to transmission invoices from the Imperial Irrigation District over 25 years from the acquisition date. The prepaid was recorded at fair value at the acquisition date and subsequently adjusted in 2017 with a charge of $2.4 million reflected in other expense on the consolidated statements of income for the year ended December 31, 2017. At December 31, 2017 and 2016, $1.2 million and $3.2 million is recorded in prepaid expenses within current assets and $14.6 million and $15.7 million is recorded in noncurrent assets, respectively, in the consolidated balance sheets.

Revenues

The Company is a lessor under the terms of a PPA for the sale of electricity and green attributes. The PPA has been evaluated and classified as an operating lease. Under this agreement, revenues are accounted for as contingent revenues and, therefore, the Company recognizes revenues based upon rates specified in the PPA when electricity is delivered. The Company commenced the recognition of revenue upon commercial operation of the facility on November 26, 2014.

Reclassification

Certain amounts reported in prior years have been reclassified to conform to the presentation at December 31, 2017. Total members' equity, net income, and total cash flows are unchanged due to these reclassifications.

2. MEMBERS' CAPITAL

SG2 Holdings operates under the amended Limited Liability Company Agreement dated November 26, 2014.

The Class A Member owns 100% of the Class A membership interests of SG2 Holdings and is entitled to 51% of all cash distributions from SG2 Holdings. In addition, the Class A Member is entitled to substantially all of the federal tax benefits with respect to the solar facility. The Class B Member owns 100% of the Class B membership interests of SG2 Holdings and is entitled to 49% of all cash distributions from SG2 Holdings.

3. RELATED-PARTY TRANSACTIONS

The Company has entered into an operations and maintenance agreement with First Solar Electric (California), Inc., a wholly-owned subsidiary of First Solar, Inc., that expires in 2024 to provide operations and maintenance services. First Solar, Inc. owns a noncontrolling 28.0% limited liability company interest in the Class B Member. Expenses recorded during the years ended December 31, 2017 and 2016 were $3.2 million and $3.1 million, respectively. At both December 31, 2017 and 2016, $0.8 million was included in accounts payable - affiliated in the consolidated balance sheets.

The Company has also entered into an ongoing management service agreement with Southern Power Company to provide management and general and administrative services. Expenses recorded for the years ended December 31, 2017 and 2016 were $0.3 million in both years. At December 31, 2017 and 2016, $23,000 and $25,000, respectively, was included in accounts payable - affiliated in the consolidated balance sheets.

At December 31, 2017, SPC had $11.0 million of parent guarantees, $5.0 million of surety bonds, and $0.1 million of cash collateral issued on behalf of the Company. Fees charged by SPC for these arrangements were $0.4 million for both years ended December 31, 2017 and 2016.

4. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company is obligated under a 30-year, non-cancelable land lease for its solar facility which initially expires in 2043, but contains a 10-year renewal option and inflation-adjusted rent escalation clauses. The related rentals are recognized on a straight-line basis. Rent expense for the years ended December 31, 2017 and 2016 was approximately $1.1 million and $1.6 million, respectively. The Company includes lease extensions that cover the useful life of the solar facility in its computation of minimum lease payments.

Details of the Company’s future minimum lease commitments at December 31, 2017 are as follows:

(in thousands)		Lease Commitment
2018	$	1,298
2019		1,311
2020		1,324
2021		1,338
2022		1,351
Thereafter		44,997
Total	$	51,619

Legal Proceedings

Occasionally, the Company may be party to various lawsuits, claims, and other legal and regulatory proceedings that arise in the ordinary course of business. These actions may seek, among other things, compensation, civil penalties, or injunctive or declaratory relief. The Company does not have any legal proceedings that are pending.

Environmental Contingencies

The Company periodically reviews its compliance obligations related to environmental regulations, including site restoration and remediation. At December 31, 2017 and 2016, there were no known environmental contingencies that required the Company to recognize a liability.

5. SUBSEQUENT EVENTS

Subsequent events have been evaluated through February 15, 2018, the date these consolidated financial statements were available to be issued, and there were no events requiring recognition or disclosure.

Independent Auditors' Report

Members
NS Solar Holdings, LLC

We have audited the accompanying financial statements of NS Solar Holdings, LLC and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of income, changes in members' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of NS Solar Holdings, LLC and Subsidiary as of December 31, 2017 and 2016, and the consolidated results of their income and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Frazier & Deeter, LLC
Atlanta, Georgia
February 15, 2018

CONSOLIDATED BALANCE SHEETS
NS Solar Holdings, LLC and Subsidiary

	December 31, 2017	December 31, 2016
	(in thousands)	
Assets		
Current assets:		
Cash	**$ 250**	$ 171
Receivables:		
Customer accounts receivable	**730**	637
Other	**5,162**	5,155
Affiliated	**124**	—
Prepaid expenses	**230**	237
Other current assets	**26**	—
Total current assets	**6,522**	6,200
Noncurrent assets:		
Property, plant, and equipment		
In service	**268,278**	268,261
Less accumulated provision for depreciation	**(19,828)**	(12,136)
Plant in service, net of depreciation	**248,450**	256,125
PPA intangible, net of amortization of $3,101 and $1,875, respectively	**21,406**	22,632
Interconnection receivable	**6,070**	10,233
Total noncurrent assets	**275,926**	288,990
Total Assets	**$ 282,448**	$ 295,190
Liabilities and Members' Equity		
Liabilities:		
Current liabilities:		
Accounts payable	**$ 60**	$ 66
Accounts payable - affiliated	**341**	327
Accrued taxes	**—**	250
Other current liabilities	**38**	—
Total current liabilities	**439**	643
Noncurrent liabilities:		
Asset retirement obligations	**2,018**	1,917
Other deferred credits and liabilities	**681**	709
Total noncurrent liabilities	**2,699**	2,626
Total Liabilities	**3,138**	3,269
Members' equity:		
Capital	**259,341**	280,582
Retained earnings	**19,969**	11,339
Total Members' Equity	**279,310**	291,921
Total Liabilities and Members' Equity	**$ 282,448**	$ 295,190

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
NS Solar Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Operating Revenues	**$ 18,790**	$ 17,176
Operating Expenses:		
Operations and maintenance	**2,500**	2,838
Depreciation	**7,793**	7,774
Taxes other than income taxes	**(52)**	314
Total operating expenses	**10,241**	10,926
Operating Income	**8,549**	6,250
Interest income	**507**	1,191
Other expense	**(426)**	(470)
Net Income	**$ 8,630**	$ 6,971

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES OF MEMBERS' EQUITY
NS Solar Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Total Members' Equity, beginning of period	**$ 291,921**	$ 307,083
Capital contributions	—	759
Capital distributions	**(21,241)**	(22,892)
Net income	**8,630**	6,971
Total Members' Equity, end of period	**$ 279,310**	$ 291,921

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
NS Solar Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Operating Activities:		
Net income	$ 8,630	$ 6,971
Adjustments to reconcile net income to net cash provided from operating activities —		
Depreciation	7,793	7,774
Amortization of PPA intangible	1,226	1,225
Other, net	(29)	349
Changes in certain current assets and liabilities —		
-Receivables	(274)	2
-Accrued interest income	(507)	(1,191)
-Prepaid expenses	7	52
-Accounts payable	8	(67)
-Accrued taxes	(250)	160
-Other current liabilities	37	8
Net cash provided from operating activities	$ 16,641	$ 15,283
Investing Activities:		
Property additions	(43)	(249)
Interconnection refund	4,722	7,072
Net cash provided from investing activities	4,679	6,823
Financing Activities:		
Proceeds from capital contributions	—	759
Capital distributions	(21,241)	(22,892)
Net cash used for financing activities	(21,241)	(22,133)
Net Change in Cash	79	(27)
Cash at Beginning of Period	171	198
Cash at End of Period	$ 250	$ 171

The accompanying notes are an integral part of these consolidated financial statements.

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NS Solar Holdings, LLC (NS Holdings) is a holding company that was formed on April 9, 2015 and owns 100% of the membership interests of North Star Solar, LLC (North Star, and collectively with NS Holdings, the Company). North Star was formed on January 28, 2010 for the purpose of developing, constructing, owning and operating a utility-scale solar photovoltaic facility with a capacity of approximately 61 megawatts (MW) located in Fresno County, California, which began commercial operation on June 20, 2015.

The Company is a partnership with Class A membership interests owned by a wholly-owned subsidiary of Southern Power Company (SPC or Class A Member), and Class B membership interests owned by a wholly-owned subsidiary of 8point3 Operating Company, LLC (Class B Member).

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts and results of operations of the Company and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements requires the use of estimates, and actual results may differ.

Recently Issued Accounting Standards

In 2014, the FASB issued ASC 606, *Revenue from Contracts with Customers* (ASC 606), replacing the existing accounting standard and industry specific guidance for revenue recognition with a five-step model for recognizing and measuring revenue from contracts with customers. The underlying principle of the standard is to recognize revenue to depict the transfer of goods or services to customers at the amount expected to be collected. The new standard also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenue and the related cash flows arising from contracts with customers.

The Company has completed the evaluation of all revenue streams, which are derived from the purchase power agreement (PPA), and determined the adoption of ASC 606 will not change the current timing or amounts of revenue recognized in the Company's financial statements. The PPA is excluded from the scope of ASC 606 and included in the scope of the current leasing guidance (ASC 840).

The new standard is effective for periods beginning after December 15, 2018 for non-public companies and early adoption is permitted. The Company intends to use the modified retrospective method of adoption effective January 1, 2018. The Company has also elected to utilize practical expedients which allow it to apply the standard to open contracts at the date of adoption and to reflect the aggregate effect of all modifications when identifying performance obligations and allocating the transaction price for contracts modified before the effective date. The adoption of ASC 606 will not result in a cumulative adjustment as of the adoption date.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 requires lessees to recognize on the balance sheet a lease liability and a right-of-use asset for all leases. ASU 2016-02 also changes the recognition, measurement, and presentation of expense associated with leases and provides clarification regarding the identification of certain components of contracts that would represent a lease. The accounting required by lessors is relatively unchanged. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019 for non-public companies and early adoption is permitted. The Company will adopt the new standard effective January 1, 2019.

The Company has completed a detailed inventory and analysis of its leases, which comprise the PPA and land leases for its renewable generation facilities. While the Company has not yet determined the ultimate impact, adoption of ASU 2016-02 is expected to have a significant impact on the Company's balance sheet for lessee arrangements. See Note 4 for details of the Company’s undiscounted lease commitment.

Concentration of Credit Risk

The entire output of the facility is contracted under a 20-year PPA with Pacific Gas and Electric Company. As such, the Company has a significant concentration of credit risk with customer accounts. However, the Company does not believe significant credit risk exists at December 31, 2017 due to creditworthiness of the counterparty. There are no past due amounts from the counterparty at December 31, 2017.

Cash

The Company considers unrestricted cash on hand and deposits in banks to be cash.

Income Taxes

The Company and its subsidiaries are limited liability companies treated as a partnership and single-member disregarded entities, respectively, for income tax purposes. Therefore, federal and state income taxes are not recognized in these consolidated financial statements.

Property, Plant and Equipment

Property, plant and equipment (PP&E) is stated at original cost, less accumulated depreciation. Capital additions and betterments that increase the useful lives of the assets are capitalized. Solar facility equipment and related assets are depreciated over their estimated useful lives of up to 35 years on a straight-line basis.

Asset Retirement Obligations

The Company's asset retirement obligations (ARO) relate to the leased land where the solar facility is located. Upon termination of the lease, the land is required to be restored to an agreed-upon condition. The Company's AROs are based on future estimated costs associated with the dismantlement, demolition, and removal of the solar facility and could differ significantly when they are incurred.

AROs are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred and estimable, and are then accreted to their future value. Costs are capitalized as part of the related long-lived asset and depreciated over 35 years. Details of the AROs included in the consolidated balance sheets are as follows:

	December 31,	
(in thousands)	**2017**	2016
Balance, at beginning of period	**$ 1,917**	$ 1,821
Accretion expense	**101**	96
Balance, at end of period	**$ 2,018**	$ 1,917

Long-Lived Assets and Intangibles

The Company's long-lived assets include PP&E and the PPA intangible. The Company evaluates impairment of these long-lived assets when events or changes in circumstances indicate that the carrying value may not be recoverable. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows compared to carrying value. If the estimated undiscounted future cash flows are less than the carrying value, the fair value of the asset is determined and an impairment loss is recorded. During the years ended December 31, 2017 and 2016, there were no impairment charges recorded.

For the years ended December 31, 2017 and 2016, amortization expense for the acquired PPA was approximately $1.2 million in both years, and is recorded in operating revenues in the consolidated statements of income. Amortization expense for future periods is as follows:

(in thousands)		**Amortization Expense**
2018	$	1,225
2019		1,225
2020		1,225
2021		1,225
2022		1,225
Thereafter		15,281
Total	$	21,406

Interconnection Receivable

In conjunction with the construction of the solar facility, the Company has a receivable related to transmission interconnection costs that represents network upgrades that will be reimbursed to the Company through levelized payments over a five-year period. At December 31, 2017 and 2016, $5.1 million and $5.2 million is recorded in other receivables within current assets and $6.1 million and $10.2 million is recorded in noncurrent assets, respectively, in the consolidated balance sheets.

Revenues

The Company is a lessor under the terms of a PPA for the sale of electricity and green attributes. The PPA has been evaluated and classified as an operating lease. Under this agreement, revenues are accounted for as contingent revenues and, therefore, the Company recognizes revenues based upon rates specified in the PPA when electricity is delivered. The Company commenced the recognition of revenue upon commercial operation of the facility on June 20, 2015.

Reclassification

Certain amounts reported in prior years have been reclassified to conform to the presentation at December 31, 2017. Total members' equity, net income, and total cash flows are unchanged due to these reclassifications.

2. MEMBERS' CAPITAL

NS Holdings operates under the amended Limited Liability Company Agreement dated April 30, 2015.

The Class A Member owns 100% of the Class A membership interests of NS Holdings and is entitled to 51% of all cash distributions from NS Holdings. In addition, the Class A Member is entitled to substantially all of the federal tax benefits with respect to the solar facility. The Class B Member owns 100% of the Class B membership interests of NS Holdings and is entitled to 49% of all cash distributions from NS Holdings.

3. RELATED-PARTY TRANSACTIONS

The Company has entered into an operations and maintenance agreement with First Solar Electric (California), Inc., a wholly- owned subsidiary of First Solar, that expires in 2025 to provide operations and maintenance services. First Solar, Inc. owns a noncontrolling 28.0% limited liability company interest in the Class B Member. Expenses recorded for the years ended December 31, 2017 and 2016 were $1.1 million and $1.2 million, respectively. At both December 31, 2017 and 2016, $0.3 million was included in accounts payable - affiliated in the consolidated balance sheets.

The Company has also entered into an ongoing management service agreement with Southern Power Company to provide management and general and administrative services. Expenses recorded during the years ended December 31, 2017 and 2016 were approximately $0.2 million in both years. At both December 31, 2017 and 2016, $13,000 was included in accounts payable - affiliated in the consolidated balance sheets.

At December 31, 2017, SPC had $12.6 million of letters of credit and $1.5 million of surety bonds issued on behalf of the Company. Fees charged by SPC for these arrangements were $0.4 million and $0.5 million for the years ended December 31, 2017 and 2016, respectively.

4. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company is obligated under a 30-year, non-cancelable land lease for its solar facility which initially expires in 2044 but contains a 10-year renewal option and inflation-adjusted rent escalation clauses. The related rentals are recognized on a straight-line basis. Rent expense for the years ended December 31, 2017 and 2016, was $0.8 million and $1.2 million, respectively. The Company includes lease extensions that cover the useful life of the solar facility in its computation of minimum lease payments.

Details of the Company's future minimum lease commitments at December 31, 2017 are as follows:

(in thousands)		Lease Commitment
2018	$	866
2019		875
2020		884
2021		893
2022		901
Thereafter		34,998
Total	$	39,417

Legal Proceedings

Occasionally, the Company may be party to various lawsuits, claims, and other legal and regulatory proceedings that arise in the ordinary course of business. These actions may seek, among other things, compensation, civil penalties, or injunctive or declaratory relief. The Company does not have any legal proceedings that are pending.

Environmental Contingencies

The Company periodically reviews its compliance obligations related to environmental regulations, including site restoration and remediation. At December 31, 2017 and 2016, there were no known environmental contingencies that required the Company to recognize a liability.

5. SUBSEQUENT EVENTS

Subsequent events have been evaluated through February 15, 2018, the date these consolidated financial statements were available to be issued, and there were no events requiring recognition or disclosure.

Independent Auditors' Report

Members
Parrey Holding Company, LLC:

We have audited the accompanying consolidated financial statements of Parrey Holding Company, LLC and Subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of income, changes of members' equity, and cash flows for the year ended December 31, 2017 and for the period from June 16, 2016 (Date of Inception) to December 31, 2016, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Parrey Holding Company, LLC and Subsidiaries as of December 31, 2017 and 2016, and the results of their operations and their cash flows for the year ended December 31, 2017 and for the period from June 16, 2016 (Date of Inception) to December 31, 2016 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1 to the consolidated financial statements, in connection with the acquisition of Parrey Holding Company, LLC by Southern Renewable Partnerships, LLC, a new basis of accounting was established as of July 1, 2016. Our opinion is not modified with respect to this matter.

/s/ Deloitte & Touche LLP
Atlanta, Georgia
March 6, 2018

CONSOLIDATED BALANCE SHEETS
Parrey Holding Company, LLC and Subsidiaries

	December 31, 2017	December 31, 2016
	(in thousands)	
Assets		
Current assets:		
Cash	**$ 857**	$ 2,142
Receivables:		
Customer accounts receivable	**977**	2,028
Other	**4,185**	4,102
Affiliated	**—**	1,347
Prepaid expenses	**804**	168
Total current assets	**6,823**	9,787
Noncurrent assets:		
Property, plant, and equipment		
In service	**335,279**	335,238
Less accumulated provision for depreciation	**(13,899)**	(4,827)
Plant in service, net of depreciation	**321,380**	330,411
PPA intangible, net of amortization of $4,813 and $963, respectively	**72,188**	76,037
Interconnection receivable	**8,191**	11,890
Special deposits	**150**	150
Total noncurrent assets	**401,909**	418,488
Total Assets	**$ 408,732**	$ 428,275
Liabilities and Members' Equity		
Liabilities:		
Current liabilities:		
Accounts payable - other	**$ 95**	$ 75
Accounts payable - affiliated	**28**	2,746
Other current liabilities	**149**	—
Total current liabilities	**272**	2,821
Noncurrent liabilities:		
Asset retirement obligations	**1,907**	1,820
Other deferred credits and liabilities	**1,416**	518
Total noncurrent liabilities	**3,323**	2,338
Total Liabilities	**3,595**	5,159
Members' equity:		
Capital	**397,134**	424,791
Retained earnings (accumulated deficit)	**8,003**	(1,675)
Total Members' Equity	**405,137**	423,116
Total Liabilities and Members' Equity	**$ 408,732**	$ 428,275

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
Parrey Holding Company, LLC and Subsidiaries

	Year Ended December 31, 2017	Period from June 16, 2016 (Date of Inception) to December 31, 2016
	(in thousands)	
Operating Revenues	**$ 22,332**	$ 5,250
Operating Expenses:		
Operations and maintenance	**4,300**	1,578
Depreciation	**9,159**	4,862
Taxes other than income taxes	**47**	61
Total operating expenses	**13,506**	6,501
Operating Income (Loss)	**8,826**	(1,251)
Interest income	**1,408**	—
Other (expense) income	**(556)**	115
Interest expense, net of amounts capitalized	—	(539)
Net Income (Loss)	**$ 9,678**	$ (1,675)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES OF MEMBERS' EQUITY
Parrey Holding Company, LLC and Subsidiaries

	Year Ended December 31, 2017	Period from June 16, 2016 (Date of Inception) to December 31, 2016
	(in thousands)	
Total Members' Equity, beginning of period	**$ 423,116**	$ —
Capital contributions	—	427,542
Capital distributions	**(27,657)**	(2,751)
Net income (loss)	**9,678**	(1,675)
Total Members' Equity, end of period	**$ 405,137**	$ 423,116

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
Parrey Holding Company, LLC and Subsidiaries

	Year Ended December 31, 2017	Period from June 16, 2016 (Date of Inception) to December 31, 2016
	(in thousands)	
Operating Activities:		
Net income (loss)	**$ 9,678**	$ (1,675)
Adjustments to reconcile net income (loss) to net cash provided from operating activities —		
Depreciation	**9,159**	4,862
Amortization of PPA intangible	**3,850**	963
Accrued interest income	**(1,408)**	(140)
Other, net	**896**	625
Changes in certain current assets and liabilities -		
-Receivables	**2,399**	(3,375)
-Prepaid expenses	**(636)**	(99)
-Accounts payable	**(2,700)**	930
-Other current liabilities	**149**	—
Net cash provided from operating activities	**21,387**	2,091
Investing Activities:		
Business combinations	**—**	(425,302)
Property additions	**(41)**	(1,330)
Interconnection refund	**5,026**	—
Net cash provided from (used for) investing activities	**4,985**	(426,632)
Financing Activities:		
Proceeds from capital contributions	**—**	427,542
Capital distributions	**(27,657)**	(859)
Net cash (used for) provided from financing activities	**(27,657)**	426,683
Net Change in Cash	**(1,285)**	2,142
Cash at Beginning of Period	**2,142**	—
Cash at End of Period	**$ 857**	$ 2,142

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Parrey Holding Company, LLC and Subsidiaries

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Parrey Holding Company, LLC (Parrey Holding and together with its subsidiaries, the Company) is a holding company that was formed on June 16, 2016 (Date of Inception) by a wholly-owned subsidiary of SunPower Corporation (SunPower), and on July 1, 2016, acquired 100% of the membership interests of Parrey Parent, LLC, which owns 100% of Parrey, LLC (Parrey or the Project). Parrey was formed on October 27, 2008, for the purpose of developing, constructing, owning and operating a utility-scale solar photovoltaic facility (Henrietta) with a capacity of approximately 102 megawatts located in Kings County, California.

The Company is a partnership with Class A membership interests owned by a wholly-owned subsidiary of Southern Power Company (SPC), the Class A Member, and Class B membership interests owned by a subsidiary of 8point3 Operating Company, LLC, the Class B Member. Prior to September 29, 2016, the Class B membership interests were owned by a wholly-owned subsidiary of SunPower.

Change in Control

On July 1, 2016 (Date of Acquisition), Class A Member acquired 100% of the Class A membership interests in Parrey Holding from SunPower, the developer of the Project and the seller. Concurrently, Parrey Holding acquired 100% of the membership interests of Parrey Parent, LLC, the owner of Parrey, for an aggregate purchase price of approximately $425.0 million from SunPower AssetCo, LLC, a wholly-owned subsidiary of SunPower. The Class A Member and a subsidiary of SunPower contributed a total of $254.5 million and $170.5 million, respectively, towards the $425.0 million aggregate purchase price of Parrey Parent, LLC. As part of the purchase price the members assumed a $216.7 million construction loan at Parrey that was fully repaid on September 29, 2016 through the members' capital contributions.

The acquisition of Parrey Holding by SPC resulted in a change in control, where the Company's assets and liabilities were accordingly adjusted to fair value on July 1, 2016 by applying the principals of "push-down" accounting through equity. From the Date of Inception until the Date of Acquisition, there were no significant operations of the Company.

During the year ended December 31, 2017, allocations of the purchase price were finalized with no changes to amounts originally recorded. The fair values of assets acquired were recorded as follows:

(in millions)		**Fair Value**
Construction work in progress	$	332.1
Interconnection receivable		15.9
PPA intangible		77.0
Aggregate purchase price	$	425.0

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts and results of operations of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements requires the use of estimates, and actual results may differ.

Recently Issued Accounting Standards

In 2014, the FASB issued ASC 606, *Revenue from Contracts with Customers* (ASC 606), replacing the existing accounting standard and industry specific guidance for revenue recognition with a five-step model for recognizing and measuring revenue from contracts with customers. The underlying principle of the standard is to recognize revenue to depict the transfer of goods or services to customers at the amount expected to be collected. The new standard also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenue and the related cash flows arising from contracts with customers.

The Company has completed the evaluation of all revenue streams, which are derived from a power purchase agreement (PPA), and determined the adoption of ASC 606 will not change the current timing or amounts of revenue recognized in the Company's financial statements. The PPA is excluded from the scope of ASC 606 and included in the scope of the current leasing guidance (ASC 840).

The new standard is effective for periods beginning after December 15, 2018 for non-public companies and early adoption is permitted. The Company intends to use the modified retrospective method of adoption effective January 1, 2018. The Company has also elected to utilize practical expedients which allow it to apply the standard to open contracts at the date of adoption and to reflect the aggregate effect of all modifications when identifying performance obligations and allocating the transaction price for contracts modified before the effective date. The adoption of ASC 606 will not result in a cumulative adjustment as of the adoption date.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 requires lessees to recognize on the balance sheet a lease liability and a right-of-use asset for all leases. ASU 2016-02 also changes the recognition, measurement, and presentation of expense associated with leases and provides clarification regarding the identification of certain components of contracts that would represent a lease. The accounting required by lessors is relatively unchanged. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019 for non-public companies and early adoption is permitted. The Company will adopt the new standard effective January 1, 2019.

The Company has completed a detailed inventory and analysis of its leases, which comprise a PPA and a land lease for its renewable generation facility. While the Company has not yet determined the ultimate impact, adoption of ASU 2016-02 is expected to have a significant impact on the Company's balance sheet for lessee arrangements. See Note 4 for details of the Company’s undiscounted lease commitment.

Concentration of Risk

The entire output of the facility is contracted under a 20-year PPA with Pacific Gas and Electric Company resulting in a significant concentration of credit risk as it relates to its customer accounts receivable. However, the Company does not believe significant credit risk exists at December 31, 2017 due to the creditworthiness of the counterparty. There are no past due amounts from the counterparty at December 31, 2017.

Cash

The Company considers unrestricted cash on hand and deposits in banks to be cash.

Income Taxes

The Company and its subsidiaries are limited liability companies treated as a partnership and single-member disregarded entities, respectively, for income tax purposes. Therefore, federal and state income taxes are not recognized in these consolidated financial statements.

Property, Plant, and Equipment

Property, plant, and equipment (PP&E) is stated at original cost, less accumulated depreciation. Capital additions and betterments that increase the useful lives of the assets are capitalized. Solar facility equipment and related assets are depreciated over their estimated useful lives of up to 35 years on a straight-line basis. See Change in Control above for information related to the accounting for the Parrey acquisition.

Asset Retirement Obligations

The Company’s asset retirement obligations (ARO) relate to the leased land where the solar facility is located. Upon termination of the lease, the land is required to be restored to an agreed-upon condition. The Company’s AROs are based on future estimated costs associated with the dismantlement, demolition, and removal of the solar facility and could differ significantly when they are incurred.

AROs are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred and estimable, and are then accreted to their future value. Costs are capitalized as part of the related long-lived asset and depreciated over 35 years. Details of the AROs included in the consolidated balance sheets are as follows:

	December 31,	
(in thousands)	**2017**	2016
Balance, at beginning of period	**$ 1,820**	$ —
Liability incurred	**—**	1,785
Accretion expense	**87**	35
Balance, at end of period	**$ 1,907**	$ 1,820

Long-Lived Assets

The Company's long-lived assets include PP&E and the PPA intangible. The Company evaluates impairment of these long-lived assets when events or changes in circumstances indicate that the carrying values may not be recoverable. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows compared to carrying value. If the estimated undiscounted future cash flows are less than the carrying value, the fair value of the asset is determined and an impairment loss is recorded. During the year ended December 31, 2017 and for the period from June 16, 2016 (Date of Inception) to December 31, 2016, there were no impairment charges recorded.

For the year ended December 31, 2017 and for the period from June 16, 2016 (Date of Inception) to December 31, 2016, amortization expense for the acquired PPA intangible was approximately $3.9 million and $1.0 million, respectively, and is recorded in operating revenues in the consolidated statements of income. Amortization expense for future periods is as follows:

(in thousands)	**Amortization Expense**
2018	$ 3,850
2019	3,850
2020	3,850
2021	3,850
2022	3,850
Thereafter	52,938
Total	$ 72,188

Interconnection Receivable

In conjunction with the construction of the solar facility, the Company has a receivable related to transmission interconnection costs that represents network upgrades that will be reimbursed to the Company through levelized payments over a five-year period. At December 31, 2017 and 2016, $4.2 million and $4.1 million is recorded in other receivables within current assets and $8.2 million and $11.9 million is recorded in noncurrent assets, respectively, in the consolidated balance sheets.

Revenues

The Company is a lessor under the terms of a PPA for the sale of electricity and green attributes. The Company was also a lessor under the terms of a short-term PPA for the sale of electricity and green attributes that expired on September 29, 2016. The PPAs have been evaluated and classified as operating leases. Under these agreements, revenues are accounted for as contingent revenues and, therefore, the Company recognizes revenues based upon rates specified in the PPAs when electricity is delivered. The Company commenced the recognition of revenue upon commercial operation of the facility on July 25, 2016.

2. MEMBERS' CAPITAL

Parrey Holding operates under the amended Limited Liability Company Agreement dated June 16, 2016.

During the period from June 16, 2016 (Date of Inception) to December 31, 2016, the Company received equity contributions of approximately $427.5 million, including the "push-down" accounting adjustments for fair value discussed above. The Class A

Member contributed approximately $255.9 million. The Class B Member contributed approximately $171.6 million.

The Class A Member owns 100% of the Class A membership interests of Parrey Holding, and is entitled to 51% of all cash distributions from Parrey Holding. In addition, the Class A Member is entitled to substantially all of the federal tax benefits with respect to the solar facility. The Class B Member owns 100% of the Class B membership interests of Parrey Holding, and is entitled to 49% of all cash distributions from Parrey Holding.

3. RELATED-PARTY TRANSACTIONS

The Company has entered into an engineering, procurement, and construction agreement (EPC) that expires when contractual provisions are fulfilled, and an operations and maintenance agreement with SunPower Corporation, Systems (SP Systems), a wholly-owned subsidiary of SunPower, that expires 2021. Expenses recorded for the year ended December 31, 2017 and for the period from June 16, 2016 (Date of Inception) to December 31, 2016 were $1.3 million and $0.6 million, respectively.

The Company has also entered into an ongoing management service agreement with SPC to provide management and general and administrative services. Expenses recorded during the year ended December 31, 2017 and for the period from June 16, 2016 (Date of Inception) to December 31, 2016 were approximately $0.3 million and $0.1 million, respectively. At December 31, 2017 and 2016, $23,000 and $69,000, respectively, was included in accounts payable - affiliated in the consolidated balance sheets related to this arrangement.

At both December 31, 2017 and 2016, SPC had $10.1 million of parent guarantees, $0.7 million of surety bonds, and $0.2 million of cash collateral issued on behalf of the Company primarily related to PPA and decommissioning requirements. Fees charged by SPC for these arrangements were $0.5 million for the year ended December 31, 2017 and were $25,000 for the period from June 16, 2016 (Date of Inception) to December 31, 2016.

The Company has a land lease with a related party, HA Henrietta LLC, which is a subsidiary of SunPower. See Note 4 for additional information.

4. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company is obligated under a 31-year, non-cancelable land lease for its solar facility which initially expires in 2046, but contains two, five-year lease extension options. The related rentals are recognized on a straight-line basis. Rent expense for the year ended December 31, 2017 and for the period from July 1, 2016 (Date of Acquisition) to December 31, 2016 was $1.3 million and $0.5 million, respectively. The Company includes lease extensions that cover the useful life of the solar facility in its computation of minimum lease payments.

Details of the Company's future minimum lease commitments at December 31, 2017 are as follows:

(in thousands)		**Lease Commitment**
2018	$	648
2019		818
2020		839
2021		860
2022		881
Thereafter		36,393
Total	$	40,439

Legal Proceedings

Occasionally, the Company may be party to various lawsuits, claims, and other legal and regulatory proceedings that arise in the ordinary course of business. These actions may seek, among other things, compensation, civil penalties, or injunctive or declaratory relief. The Company does not have any legal proceedings that are pending.

Environmental Contingencies

The Company periodically reviews its compliance obligations related to environmental regulations, including site restoration and remediation. At December 31, 2017 and 2016, there were no known environmental contingencies that required the Company to recognize a liability.

5. SUBSEQUENT EVENTS

Subsequent events have been evaluated through March 6, 2018, the date these consolidated financial statements were available to be issued, and there were no events requiring recognition or disclosure.

Exhibit 99.4

Independent Auditors' Report

Members
Desert Stateline Holdings, LLC

We have audited the accompanying financial statements of Desert Stateline Holdings, LLC and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of income, changes in members' equity, and cash flows for the years then, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Desert Stateline Holdings, LLC and Subsidiary as of December 31, 2017 and 2016, and the consolidated results of their income and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Frazier & Deeter, LLC
Atlanta, Georgia
February 15, 2018

CONSOLIDATED BALANCE SHEETS
Desert Stateline Holdings, LLC and Subsidiary

	December 31, 2017	December 31, 2016
	(in thousands)	
Assets		
Current assets:		
Cash	**$ 8,912**	$ 8,914
Receivables:		
Customer accounts receivable	**5,309**	3,910
Other	**7,936**	7,727
Affiliated	**785**	45
Prepaid expenses	**753**	2,855
Total current assets	**23,695**	23,451
Noncurrent assets:		
Property, plant, and equipment		
In service	**1,237,035**	1,231,822
Less accumulated provision for depreciation	**(63,994)**	(28,858)
Plant in service, net of depreciation	**1,173,041**	1,202,964
PPA intangible, net of amortization of $16,614 and $4,204, respectively	**231,603**	244,013
Interconnection receivable	**19,748**	27,647
Total noncurrent assets	**1,424,392**	1,474,624
Total Assets	**$ 1,448,087**	$ 1,498,075
Liabilities and Members' Equity		
Liabilities:		
Current liabilities:		
Accounts payable	**$ 3,815**	$ 99
Accounts payable - affiliated	**1,187**	1,167
Contract retention	**2,795**	3,151
Other current liabilities	**3,227**	269
Total current liabilities	**11,024**	4,686
Noncurrent liabilities:		
Asset retirement obligations	**6,655**	7,439
Other deferred credits and liabilities	**3,485**	2,347
Total noncurrent liabilities	**10,140**	9,786
Total Liabilities	**21,164**	14,472
Members' equity:		
Capital	**1,353,643**	1,452,877
Retained earnings	**73,280**	30,726
Total Members' Equity	**1,426,923**	1,483,603
Total Liabilities and Members' Equity	**$ 1,448,087**	$ 1,498,075

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
Desert Stateline Holdings, LLC and Subsidiary

		Year Ended December 31, 2017		Year Ended December 31, 2016
		(in thousands)		
Operating Revenues	**$**	**88,895**	$	67,426
Operating Expenses:				
Operations and maintenance		**8,822**		6,470
Depreciation		**35,410**		28,579
Taxes other than income taxes		**767**		360
Total operating expenses		**44,999**		35,409
Operating Income		**43,896**		32,017
Interest income		**2,038**		448
Other expense		**(3,380)**		(959)
Net Income	**$**	**42,554**	$	31,506

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES OF MEMBERS' EQUITY
Desert Stateline Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Total Members' Equity, beginning of period	**$ 1,483,603**	$ 844,814
Capital contributions	**385**	665,744
Capital distributions	**(99,619)**	(58,461)
Net income	**42,554**	31,506
Total Members' Equity, end of period	**$ 1,426,923**	$ 1,483,603

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
Desert Stateline Holdings, LLC and Subsidiary

	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in thousands)	
Operating Activities:		
Net income	$ **42,554**	$ 31,506
Adjustments to reconcile net income to net cash provided from operating activities —		
Depreciation	**35,410**	28,579
Amortization of PPA intangible	**12,410**	4,204
Other, net	**1,139**	1,996
Changes in certain current assets and liabilities —		
-Receivables	**(2,177)**	(3,320)
-Accrued interest income	**(2,038)**	(448)
-Prepaid expenses	**2100**	(2,463)
-Accounts payable	**67**	(1,083)
-Other current liabilities	**459**	1,125
Net cash provided from operating activities	**89,924**	60,096
Investing Activities:		
Property additions	**(102)**	(522,432)
Construction receivables/payables, net	**(356)**	(140,603)
Interconnection refund	**9,766**	4,570
Net cash provided from (used for) investing activities	**9,308**	(658,465)
Financing Activities:		
Proceeds from capital contributions	**385**	665,744
Capital distributions	**(99,619)**	(58,461)
Net cash (used for) provided from financing activities	**(99,234)**	607,283
Net Change in Cash	**(2)**	8,914
Cash at Beginning of Period	**8,914**	—
Cash at End of Period	$ **8,912**	$ 8,914
Supplemental Cash Flow Information:		
Noncash transactions —		
Accrued property additions	$ **6,169**	$ 3,151

The accompanying notes are an integral part of these consolidated financial statements.

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Desert Stateline Holdings, LLC (Desert Stateline Holdings) is a holding company that was formed on August 12, 2015 and owns 100% of the membership interests of Desert Stateline, LLC (Desert Stateline, and collectively with Desert Stateline Holdings, the Company). Desert Stateline was formed on May 18, 2009 for the purpose of developing, constructing, owning and operating a utility-scale solar photovoltaic facility with a capacity of approximately 300 megawatts (MW) located in San Bernardino County, California.

The Company is a partnership with Class A membership interests owned by a wholly-owned subsidiary of Southern Power Company (SPC or Class A Member), and Class B membership interests owned by a wholly-owned subsidiary of 8point3 Operating Company, LLC (Class B Member).

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts and results of operations of the Company and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements requires the use of estimates, and actual results may differ.

Recently Issued Accounting Standards

In 2014, the FASB issued ASC 606, *Revenue from Contracts with Customers* (ASC 606), replacing the existing accounting standard and industry specific guidance for revenue recognition with a five-step model for recognizing and measuring revenue from contracts with customers. The underlying principle of the standard is to recognize revenue to depict the transfer of goods or services to customers at the amount expected to be collected. The new standard also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenue and the related cash flows arising from contracts with customers.

The Company has completed the evaluation of all revenue streams, which are derived from the purchase power agreement (PPA), and determined the adoption of ASC 606 will not change the current timing or amounts of revenue recognized in the Company's financial statements. The PPA is excluded from the scope of ASC 606 and included in the scope of the current leasing guidance (ASC 840).

The new standard is effective for periods beginning after December 15, 2018 for non-public companies and early adoption is permitted. The Company intends to use the modified retrospective method of adoption effective January 1, 2018. The Company has also elected to utilize practical expedients which allow it to apply the standard to open contracts at the date of adoption and to reflect the aggregate effect of all modifications when identifying performance obligations and allocating the transaction price for contracts modified before the effective date. The adoption of ASC 606 will not result in a cumulative adjustment as of the adoption date.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 requires lessees to recognize on the balance sheet a lease liability and a right-of-use asset for all leases. ASU 2016-02 also changes the recognition, measurement, and presentation of expense associated with leases and provides clarification regarding the identification of certain components of contracts that would represent a lease. The accounting required by lessors is relatively unchanged. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019 for non-public companies and early adoption is permitted. The Company will adopt the new standard effective January 1, 2019.

The Company has completed a detailed inventory and analysis of its leases, which comprise the PPA and land leases for its renewable generation facilities. While the Company has not yet determined the ultimate impact, adoption of ASU 2016-02 is expected to have a significant impact on the Company's balance sheet for lessee arrangements. See Note 4 for details of the Company’s undiscounted lease commitment.

Concentration of Credit Risk

The entire output of the solar facility is contracted under a 20-year PPA with Southern California Edison Company resulting in a significant concentration of credit risk as it relates to the customer accounts receivable. However, the Company does not believe significant credit risk exists at December 31, 2017 due to the creditworthiness of the counterparty. There are no past due amounts from the counterparty at December 31, 2017.

Cash

The Company considers unrestricted cash on hand and deposits in banks to be cash.

Income Taxes

The Company and its subsidiary are limited liability companies treated as a partnership and a single-member disregarded entity, respectively, for income tax purposes. Therefore, federal and state income taxes are not recognized in these consolidated financial statements.

Property, Plant, and Equipment

Property, plant, and equipment (PP&E) is stated at original cost, less accumulated depreciation. Capital additions and betterments that increase the useful lives of the assets are capitalized. Solar facility equipment and related assets are depreciated over their estimated useful lives of up to 35 years on a straight-line basis.

Asset Retirement Obligations

The Company's asset retirement obligations (ARO) relate to the leased land where the solar facility is located. Upon termination of the lease, the land is required to be restored to an agreed-upon condition. The Company's AROs are based on future estimated costs associated with the dismantlement, demolition, and removal of the solar facility and could differ significantly when they are incurred.

AROs are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred and estimable, and are then accreted to their future value. Costs are capitalized as part of the related long-lived asset and depreciated over 35 years. During 2017, future estimated costs were adjusted and are reflected as a cash flow revision in the table below. Details of the AROs included in the consolidated balance sheet are as follows:

	December 31,	
(in thousands)	**2017**	2016
Balance, at beginning of period	**$ 7,439**	$ 870
Liability incurred	**—**	6,430
Accretion expense	**274**	139
Cash flow revision	**(1,058)**	—
Balance, at end of period	**$ 6,655**	$ 7,439

Long-Lived Assets and Intangibles

The Company's long-lived assets include PP&E and the PPA intangible. The Company evaluates impairment of these long-lived assets when events or changes in circumstances indicate that the carrying values may not be recoverable. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows compared to carrying value. If the estimated undiscounted future cash flows are less than the carrying value, the fair value of the asset is determined and an impairment loss is recorded. During the years ended December 31, 2017 and 2016, there were no impairment charges recorded.

For the years ended December 31, 2017 and 2016, amortization expense for the acquired PPA was approximately $12.4 million and $4.2 million, respectively, and is recorded in operating revenues in the consolidated statements of income. Amortization expense for future periods is as follows:

(in thousands)		**Amortization Expense**
2018	$	12,410
2019		12,410
2020		12,410
2021		12,410
2022		12,410
Thereafter		169,553
Total	$	231,603

Interconnection Receivable

In conjunction with the construction of the solar facility, the Company has a receivable related to transmission interconnection costs that represents network upgrades that is being reimbursed to the Company through levelized payments over a five-year period. At December 31, 2017 and 2016, $7.9 million and $7.7 million, respectively, is recorded in other receivables within current assets and $19.7 million and $27.6 million, respectively, is recorded in noncurrent assets in the consolidated balance sheets.

Revenues

The Company is a lessor under the terms of a PPA for the sale of electricity and green attributes. The PPA has been evaluated and classified as an operating lease. Under this agreement, revenues are accounted for as contingent revenues and, therefore, the Company recognizes revenues based upon rates specified in the PPA when electricity is delivered. The Company commenced the recognition of revenue upon commercial operation of each phase of the facility at various dates from December 2015 through July 2016.

Reclassification

Certain amounts reported in prior years have been reclassified to conform to the presentation at December 31, 2017. Total members' equity, net income, and total cash flows are unchanged due to these reclassifications.

2. MEMBERS' CAPITAL

Desert Stateline Holdings operates under the amended Limited Liability Company Agreement dated August 31, 2015.

The Class A Member owns 100% of the Class A membership interests of Desert Stateline Holdings and, after acquiring a 15% additional membership interest from the Class B Member on March 29, 2016, is entitled to 66% of all cash distributions from Desert Stateline Holdings. In addition, the Class A Member is entitled to substantially all of the federal tax benefits with respect to the solar facility. The Class B Member owns 100% of the Class B membership interests of Desert Stateline Holdings and is entitled to 34% of all cash distributions from Desert Stateline Holdings.

3. RELATED-PARTY TRANSACTIONS

The Company has entered into an operations and maintenance agreement with First Solar Electric (California), Inc., a wholly-owned subsidiary of First Solar, that expires in 2025 to provide operations and maintenance services. First Solar, Inc. owns a noncontrolling 28.0% limited liability company interest in the Class B Member. Expenses recorded during the years ended December 31, 2017 and 2016 were $4.5 million and $3.4 million, respectively. At both December 31, 2017 and 2016, $1.1 million was included in accounts payable - affiliated in the consolidated balance sheets.

The Company has also entered into an ongoing management service agreement with Southern Power Company to provide management and general and administrative services. Expenses recorded during the years ended December 31, 2017 and 2016 were $0.5 million in both years. At December 31, 2017 and 2016, $43,000 and $44,000, respectively, was included in accounts payable - affiliated in the consolidated balance sheets.

At December 31, 2017, SPC had $81.0 million of cash collateral, $27.7 million of parent guarantees, $4.0 million of surety bonds, and $1.9 million of letters of credit issued on behalf of the Company. Fees charged by SPC for these arrangements were $3.4 million and $1.0 million for the years ended December 31, 2017 and 2016, respectively.

4. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company is obligated under a 30-year, non-cancelable land lease for its solar facility which expires in 2044. The lease includes an annual base rent for the acreage of the land and a MW capacity fee based on MW capacity. The MW capacity fee is phased-in over a five-year period after commercial operation (at the rate of 20 percent for the first year, 40 percent for the second year, 60 percent for the third year, 80 percent for the fourth year, and 100 percent for the fifth and subsequent years of operations). The related rentals are recognized on a straight-line basis. Rent expense for the years ended December 31, 2017 and 2016 were $2.3 million and $2.1 million, respectively. The Company includes lease extensions that cover the useful life of the solar facility in its computation of minimum lease payments.

Details of the Company's future minimum lease commitments at December 31, 2017 are as follows:

(in thousands)	**Lease Commitment**
2018	$ 2,320
2019	2,431
2020	2,464
2021	2,464
2022	2,464
Thereafter	68,956
Total	$ 81,099

Legal Proceedings

Occasionally, the Company may be party to various lawsuits, claims, and other legal and regulatory proceedings that arise in the ordinary course of business. These actions may seek, among other things, compensation, civil penalties, or injunctive or declaratory relief. The Company does not have any legal proceedings that are pending.

Environmental Contingencies

The Company periodically reviews its compliance obligations related to environmental regulations, including site restoration and remediation. At December 31, 2017 and 2016, there were no known environmental contingencies that required the Company to recognize a liability.

5. SUBSEQUENT EVENTS

Subsequent events have been evaluated through February 15, 2018, the date these consolidated financial statements were available to be issued, and there were no events requiring recognition or disclosure.

Exhibit 99.5

Independent Auditors' Report

Members
SG2 Holdings, LLC

We have audited the accompanying financial statements of SG2 Holdings, LLC and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2016 and 2015, and the related consolidated statements of income, changes in members' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of SG2 Holdings, LLC and Subsidiary at December 31, 2016 and 2015, and the consolidated results of their income and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

/s/ Frazier & Deeter, LLC
Atlanta, Georgia
February 28, 2017

CONSOLIDATED BALANCE SHEETS
SG2 Holdings, LLC and Subsidiary

	December 31, 2016	December 31, 2015
	(in thousands)	
Assets		
Current assets:		
Cash and cash equivalents	**$ 148**	$ 581
Receivables:		
Customer accounts receivable	**4,660**	7,729
Affiliated companies	**37**	—
Other receivables	**83**	80
Prepaid expenses	**3,770**	2,862
Total current assets	**8,698**	11,252
Noncurrent assets:		
Property, plant, and equipment:		
In service	**712,487**	712,037
Less accumulated provision for depreciation	**(44,830)**	(24,427)
Plant in service, net of depreciation	**667,657**	687,610
Prepaid transmission services	**15,713**	16,995
Total noncurrent assets	**683,370**	704,605
Total Assets	**$ 692,068**	$ 715,857
Liabilities and Members' Equity		
Liabilities:		
Current Liabilities:		
Accounts payable	**$ 618**	$ 611
Accounts payable - affiliated	**26**	175
Accrued taxes	**—**	655
Long-Term service agreement accrual	**744**	726
Total current liabilities	**1,388**	2,167
Noncurrent liabilities:		
Asset retirement obligations	**6,172**	5,896
Other deferred credits and liabilities	**707**	377
Total noncurrent liabilities	**6,879**	6,273
Members’ equity:		
Capital	**659,731**	698,465
Retained earnings	**24,070**	8,952
Total members’ equity	**683,801**	707,417
Total Liabilities and Members’ Equity	**$ 692,068**	$ 715,857

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
SG2 Holdings, LLC and Subsidiary

	Year Ended December 31, 2016	Year Ended December 31, 2015
	(in thousands)	
Operating Revenues	**$ 42,988**	$ 41,951
Operating Expenses:		
Operations and maintenance	**7,809**	8,260
Depreciation	**20,680**	22,465
Taxes other than income taxes	**(372)**	884
Total operating expenses	**28,117**	31,609
Operating Income	**14,871**	10,342
Interest income	**604**	634
Other expense	**(357)**	(441)
Net Income	**$ 15,118**	$ 10,535

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY
SG2 Holdings, LLC and Subsidiary

		Total Members' Equity
		(in thousands)
Balance at December 31, 2014	**$**	**719,769**
Capital contributions		5,994
Capital distributions		(28,881)
Net income		10,535
Balance at December 31, 2015	**$**	**707,417**
Capital distributions		(38,734)
Net income		15,118
Balance at December 31, 2016	**$**	**683,801**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
SG2 Holdings, LLC and Subsidiary

	Year Ended December 31, 2016	Year Ended December 31, 2015
	(in thousands)	
Operating Activities:		
Net income	$ 15,118	$ 10,535
Adjustments to reconcile net income to net cash provided from operating activities —		
Depreciation	20,680	22,465
Other, net	689	585
Changes in certain current assets and liabilities —		
Receivables	3,031	(5,024)
Other current assets	11	(361)
Accounts payable	(142)	(1,312)
Taxes accrued	(655)	603
Other current liabilities	19	192
Net cash provided from operating activities	38,751	27,683
Investing Activities:		
Property additions	(450)	(24)
Construction receivables/payables, net	—	(4,715)
Net cash used for investing activities	(450)	(4,739)
Financing Activities:		
Proceeds from capital contributions	—	5,994
Distributions to members	(38,734)	(28,881)
Net cash used for financing activities	(38,734)	(22,887)
Net Change in Cash and Cash Equivalents	(433)	57
Cash and Cash Equivalents at Beginning of Period	581	524
Cash and Cash Equivalents at End of Period	$ 148	$ 581

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SG2 Holdings, LLC and Subsidiary

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

SG2 Holdings, LLC (SG2 Holdings) is a holding company that was formed on September 5, 2014 and on October 22, 2014 acquired 100% of the membership interests of SG2 Imperial Valley, LLC (Imperial Valley, and collectively, the Company). Imperial Valley was formed on December 13, 2011 for the purpose of developing, constructing, owning and operating a utility-scale solar photovoltaic facility with a capacity of approximately 150 megawatts (MW) located in Imperial County, California, which began commercial operation on November 26, 2014.

The Company is a partnership with Class A membership interests owned by Southern Renewable Partnerships, LLC (SRP), a wholly-owned subsidiary of Southern Power Company, and Class B membership interests owned by FSAM SG2 Holdings, LLC, a wholly-owned subsidiary of 8point3 Operating Company LLC as of December 31, 2016.

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts and results of operations of the Company and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements requires the use of estimates, and the actual results may differ from those estimates.

Concentration of Credit Risk

The entire output of the plant is contracted under a 25-year power purchase agreement (PPA) with San Diego Gas and Electric Company, a subsidiary of Sempra Energy, in the state of California. In addition the PPA requires that a portion of the revenues are collected directly from the California Independent System Operator. The Company has a significant concentration of credit risk related to its accounts receivable arising from the PPA, however, the Company does not believe significant credit risk exists at December 31, 2016, because of the creditworthiness of the counterparties.

Cash and Cash Equivalents

The Company considers unrestricted cash on hand and deposits in banks to be cash and cash equivalents; such balances approximated fair value at December 31, 2016.

Income Taxes

The Company and its subsidiary are limited liability companies treated as a partnership and a single-member disregarded entity, respectively, for income tax purposes. As such, federal and state income taxes are generally not recognized at the entity level but instead, income is taxed at the owner-member level. Accordingly, the partnership does not have liabilities for federal or state taxes and, therefore, no current income taxes or deferred income taxes are reflected in the consolidated financial statements.

Property, Plant and Equipment

Property, plant, and equipment (PP&E) is stated at original cost, less accumulated depreciation. Capital additions and betterments that increase the useful lives of the assets are capitalized. Solar facility equipment and related assets are depreciated over their estimated useful lives of up to 35 years on a straight-line basis. The Company’s significant estimates include the carrying amount and the estimated useful lives of its long-lived assets.

Asset Retirement Obligations

Asset retirement obligations are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred and accreted to their future value. The costs are capitalized as part of the related long-lived asset and depreciated over 35 years.

The Company's asset retirement obligations relate to leased land upon which the solar facility was constructed. Upon termination of the lease, the leased land must be restored to an agreed-upon condition. See Note 3 for further information.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows attributable to the assets, as compared with the carrying value of the assets. If the estimate of undiscounted future cash flows is less than the carrying value of the asset, the fair value of the asset is determined and a loss is recorded. Until the assets are disposed of, their estimated fair value is re-evaluated when circumstances or events change. As of December 31, 2016, no impairment has been recorded.

Prepaid Transmission Services

In conjunction with the acquisition of Imperial Valley, the Company acquired a long-term prepaid for transmission services that represents network and transmission upgrades that will be reimbursed to the Company through reductions to transmission invoices from the Imperial Irrigation District over approximately 19 years. The prepaid was recorded at fair value at the acquisition date. Transmission costs are expensed and the prepaid is reduced as transmission services are rendered. The current portion of the prepaid transmission services, included in prepaid expenses was $3.2 million and $2.3 million at December 31, 2016 and 2015, respectively.

Revenues

The Company is a lessor under the terms of a 25-year PPA for the sale of electricity and green attributes. The PPA has been evaluated and classified as an operating lease. Under this agreement, the revenues are accounted for as contingent rents and thus the Company recognizes revenue based upon rates specified in the PPA when the electricity is delivered. The Company commenced the recognition of revenue in the consolidated statement of income upon commercial operation of the facility on November 26, 2014.

2. MEMBERS' EQUITY

SG2 Holdings operates under the amended Limited Liability Company Agreement dated November 26, 2014.

For the year ended December 31, 2015, the Company received equity contributions of $6.0 million. The Class A Member contributed $4.2 million and the Class B Member contributed $1.8 million during 2015. The Company did not receive any equity contributions during the year ended December 31, 2016.

The Class A Member owns 100% of the Class A membership interests of SG2 Holdings and is entitled to 51% of all cash distributions from SG2 Holdings. The Class B Member owns 100% of the Class B membership interests of SG2 Holdings and is entitled to 49% of all cash distributions from SG2 Holdings. In addition, the Class A Member is entitled to substantially all of the federal tax benefits with respect to the solar facility.

3. ASSET RETIREMENT OBLIGATIONS

The Company has recorded the following asset retirement obligation:

	2016	2015
	(in thousands)	
Beginning of period	$ 5,896	$ 4,475
Liability incurred	—	1,154
Accretion expense	276	267
End of period	$ 6,172	$ 5,896

The estimated liability is based on the future estimated costs associated with the dismantlement, demolition and removal of the solar power plant. The estimate of the asset retirement obligation is based on projected future retirement costs and requires management to exercise significant judgment. Such costs could differ significantly when they are incurred.

4. RELATED-PARTY TRANSACTIONS

Parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Company has an operations and maintenance agreement with First Solar Electric (California), Inc., a wholly-owned subsidiary of First Solar, to provide operations and maintenance services and has a management service agreement with a related party, Southern Power Company, to provide management and general and administrative services. During 2016 and 2015 the Company recorded costs of approximately $3.0 million for operations and maintenance service expenses incurred from First Solar Electric (California), Inc. and approximately $0.3 million and $0.2 million, respectively, of management and general and administrative service expenses incurred from Southern Power Company. As of December 31, 2016 and 2015, balances related to these arrangements of $26,000 and $175,000, respectively were included in accounts payable - affiliated in the accompanying balance sheet.

5. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company is obligated under a 30-year non-cancelable operating lease related to land for its solar facility, which contains a 10-year renewal option and inflation-adjusted rent escalation clauses. The related rentals are charged to expense on a straight-line basis. Rent expense for the years ended December 31, 2016 and 2015 under the land lease was approximately $1.6 million. The Company includes lease extensions in its computation of minimum lease payments, which are recognized on a straight-line basis over the minimum lease term.

Below is a summary of the Company's future minimum lease commitments as of December 31, 2016:

	2017	2018	2019	2020	2021	Thereafter	Total
				(in thousands)			
Land leases	$ 1,270	$ 1,282	$ 1,295	$ 1,308	$ 1,321	$ 52,452	$ 58,928

Legal Proceedings

The Company does not have any legal proceedings that are currently pending. Occasionally, the Company may be party to various lawsuits, claims and other legal and regulatory proceedings that arise in the ordinary course of business. These actions may seek, among other things, compensation, civil penalties, or injunctive or declaratory relief.

Environmental Contingencies

The Company reviews its obligations as they relate to compliance with environmental laws, including site restoration and remediation. As of December 31, 2016 and December 31, 2015, there were no known environmental contingencies that required the Company to recognize a liability.

6. SUBSEQUENT EVENTS

Subsequent events have been evaluated through February 28, 2017, the date these financial statements were available to be issued.

Exhibit 99.6

Report of Independent Auditors

Members
NS Solar Holdings, LLC

We have audited the accompanying financial statements of NS Solar Holdings, LLC and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2016 and 2015, and the related consolidated statements of income, changes in members' equity, and cash flows for the year ended December 31, 2016 and for the period from April 30, 2015 (Date of Acquisition) to December 31, 2015, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of NS Solar Holdings, LLC and Subsidiary at December 31, 2016 and 2015, and the consolidated results of their income and their cash flows for the year ended December 31, 2016 and for the period from April 30, 2015 (Date of Acquisition) to December 31, 2015 in conformity with U.S. generally accepted accounting principles.

Emphasis of Matter

As discussed in Note 1 to the consolidated financial statements, in connection with the acquisition of NS Solar Holdings, LLC by Southern Renewable Partnerships, LLC, a new basis of accounting was established as of April 30, 2015. Our opinion is not modified with respect to this matter.

/s/ Frazier & Deeter, LLC
Atlanta, Georgia
February 28, 2017

CONSOLIDATED BALANCE SHEETS
NS Solar Holdings, LLC and Subsidiary

	December 31, 2016	December 31, 2015
	(in thousands)	
Assets		
Current assets:		
Cash and cash equivalents	**$ 171**	$ 198
Receivables:		
Customer accounts receivable	**637**	586
Affiliated	—	53
Other receivables	**5,155**	6,873
Prepaid expenses	**237**	289
Total current assets	**6,200**	7,999
Noncurrent assets:		
Property, plant, and equipment:		
In service	**268,261**	268,012
Less accumulated provision for depreciation	**(12,136)**	(4,458)
Plant in service, net of depreciation	**256,125**	263,554
PPA intangible, net of amortization of $1,875 and $650, respectively	**22,632**	23,857
Interconnection receivable	**10,233**	14,396
Total noncurrent assets	**288,990**	301,807
Total Assets	**$ 295,190**	$ 309,806
Liabilities and Members' Equity		
Liabilities:		
Current liabilities:		
Accounts payable	**$ 66**	$ 118
Accounts payable - affiliated	**46**	61
Accrued taxes	**250**	90
Other current liabilities	**281**	274
Total current liabilities	**643**	543
Noncurrent liabilities:		
Asset retirement obligation	**1,917**	1,821
Other deferred credits and liabilities	**709**	359
Total noncurrent liabilities	**2,626**	2,180
Members’ equity:		
Capital	**280,582**	302,715
Retained earnings	**11,339**	4,368
Total members’ equity	**291,921**	307,083
Total Liabilities and Members’ Equity	**$ 295,190**	$ 309,806

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
NS Solar Holdings, LLC and Subsidiary

	Year ended December 31, 2016	Period from April 30, 2015 (Date of Acquisition) to December 31, 2015
	(in thousands)	
Operating Revenues	**$ 17,176**	$ 10,762
Operating Expenses:		
Operations and maintenance	**2,838**	1,852
Depreciation	**7,774**	4,504
Taxes other than income taxes	**314**	213
Total operating expenses	**10,926**	6,569
Operating Income	**6,250**	4,193
Interest income	**1,191**	456
Other expense	**(470)**	(281)
Net Income	**$ 6,971**	$ 4,368

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY
NS Solar Holdings, LLC and Subsidiary

		Total Members' Equity
		(in thousands)
Balance at April 30, 2015	$	—
Capital contributions		307,220
Capital distributions		(4,505)
Net income		4,368
Balance at December 31, 2015	$	307,083
Capital contributions		759
Capital distributions		(22,892)
Net income		6,971
Balance at December 31, 2016	$	291,921

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
NS Solar Holdings, LLC and Subsidiary

	Year Ended December 31, 2016	Period from April 30, 2015 (Date of Acquisition) to December 31, 2015
	(in thousands)	
Operating Activities:		
Net income	**$ 6,971**	$ 4,368
Adjustments to reconcile net income to net cash provided from operating activities-		
Depreciation	**7,774**	4,504
Amortization of PPA intangible	**1,225**	650
Other, net	**349**	362
Changes in certain current assets and liabilities -		
Receivables	**7,074**	(640)
Accrued interest income	**(1,191)**	(456)
Prepaid expenses	**52**	(289)
Accounts payable	**(67)**	178
Accrued taxes	**160**	90
Other current liabilities	**8**	274
Net cash provided from operating activities	**22,355**	9,041
Investing Activities:		
Property additions	**(249)**	(237,344)
Net cash used for investing activities	**(249)**	(237,344)
Financing Activities:		
Proceeds from capital contributions	**759**	233,006
Capital distributions	**(22,892)**	(4,505)
Net cash (used for) provided from financing activities	**(22,133)**	228,501
Net Change in Cash and Cash Equivalents	**(27)**	198
Cash and Cash Equivalents at Beginning of Period	**198**	—
Cash and Cash Equivalents at End of Period	**$ 171**	$ 198

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NS Solar Holdings, LLC and Subsidiary

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NS Solar Holdings, LLC (NS Holdings) is a holding company that was formed on April 9, 2015 and owns 100% of the membership interests of North Star Solar, LLC (North Star, and collectively with NS Holdings, the Company). North Star was formed on January 28, 2010 for the purpose of developing, constructing, owning and operating a utility-scale solar photovoltaic facility with a capacity of approximately 61 megawatts (MW) located in Fresno County, California, which began commercial operation (COD) on June 20, 2015.

The Company is a partnership with Class A membership interests owned by Southern Renewable Partnerships, LLC (SRP), a wholly-owned subsidiary of Southern Power Company, and Class B membership interests owned by FSAM NS Holdings, LLC (FSAM), a wholly-owned subsidiary of 8point3 Operating Company LLC as of December 31, 2016.

Change in Control

On April 30, 2015, (the Date of Acquisition) SRP acquired 100% of the Class A membership interests of NS Holdings and FSAM acquired 100% of the Class B membership interests of NS Holdings, both from First Solar Development, Inc., a wholly-owned subsidiary of First Solar Inc. (First Solar), and became contingently obligated to pay $233 million of construction payables through COD, for an aggregate purchase price of approximately $307 million. The fair values of the initial assets and liabilities acquired have been finalized and were recorded as approximately $266 million of property, plant, and equipment (PP&E), $25 million as an intangible asset, $21 million as a receivable related to transmission interconnection costs and $238 million as construction payables.

The acquisition of NS Holdings resulted in a change in control, where the Company's assets and liabilities were accordingly adjusted by an aggregate amount of $74 million in fair value on April 30, 2015 by applying the principals of "push-down" accounting through equity, and are thus recorded as non cash transactions.

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts and results of operations of the Company and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements requires the use of estimates, and the actual results may differ from those estimates.

Concentration of Credit Risk

The entire output of the solar facility is contracted under a 20-year power purchase agreement (PPA) with Pacific Gas and Electric Company in the state of California. The Company has a significant concentration of credit risk related to its accounts receivable arising from the PPA, however, the Company does not believe significant credit risk exists at December 31, 2016, because of the creditworthiness of the counterparty. There are no past due amounts from the counterparty at December 31, 2016.

Cash and Cash Equivalents

The Company considers unrestricted cash on hand and deposits in banks to be cash and cash equivalents; such balances approximated fair value at December 31, 2016.

Income Taxes

The Company and its subsidiary are limited liability companies treated as a partnership and a single-member disregarded entity, respectively, for income tax purposes. As such, federal and state income taxes are generally not recognized at the entity level but instead, income is taxed at the owner-member level. Accordingly, the partnership does not have liabilities for federal or state taxes and, therefore, no current income taxes or deferred income taxes are reflected in the consolidated financial statements.

Property, Plant and Equipment

Property, plant and equipment is stated at original cost, less accumulated depreciation. Capital additions and betterments that increase the useful lives of the assets are capitalized. Solar facility equipment and related assets are depreciated over their estimated useful lives of up to 35 years on a straight-line basis. The Company's significant estimates include the carrying amount and the estimated useful lives of its long-lived assets.

Asset Retirement Obligations

Asset retirement obligations are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred and accreted to their future value. The costs are capitalized as part of the related long-lived asset and depreciated over 35 years.

The Company's asset retirement obligations relate to leased land upon which the solar facility was constructed. Upon termination of the lease, the leased land must be restored to an agreed-upon condition. See Note 3 for further information.

Impairment of Long-Lived Assets and Intangibles

The Company evaluates long-lived assets and finite-lived intangibles for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. The Company's intangible asset is an acquired PPA that is amortized over the 20-year term of the PPA. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows attributable to the assets, as compared with the carrying value of the assets. If the estimate of undiscounted future cash flows is less than the carrying value of the asset, the fair value of the asset is determined and a loss is recorded. Until the assets are disposed of, their estimated fair value is re-evaluated when circumstances or events change. As of December 31, 2016, no impairment has been recorded.

The amortization expense for the acquired PPA is recorded in operating revenues. The amortization expense for future periods is as follows:

(in thousands)	Amortization Expense
2017	$ 1,225
2018	1,225
2019	1,225
2020	1,225
2021	1,225
Thereafter	16,507
Total	$ 22,632

Interconnection Receivable

In conjunction with the construction of the solar facility, the Company has a receivable related to transmission interconnection costs that represents network upgrades that is being reimbursed to the Company through levelized payments over a five-year period that began after commercial operation. As of December 31, 2016, $5.2 million is included in current receivables.

Revenues

The Company is a lessor under the terms of a 20-year PPA for the sale of electricity and green attributes. The PPA has been evaluated and classified as an operating lease. Under this agreement, the revenues are accounted for as contingent rents and thus the Company recognizes revenue based upon rates specified in the PPA when the electricity is delivered. The Company commenced the recognition of revenue in the consolidated statement of income upon commercial operation of the facility on June 20, 2015.

2. MEMBERS' EQUITY

NS Holdings operates under the amended Limited Liability Company Agreement dated April 30, 2015.

During the year ended December 31, 2016, the Company received equity contributions of $759,000. During the period from April 30, 2015 (Date of Acquisition) to December 31, 2015, the Company received equity contributions of $307.2 million, including the "push down" accounting adjustment for fair value.

The Class A Member owns 100% of the Class A membership interests of NS Holdings and is entitled to 51% of all cash distributions from NS Holdings. The Class B Member owns 100% of the Class B membership interests of NS Holdings and is entitled to 49% of all cash distributions from NS Holdings. In addition, the Class A Member is entitled to substantially all of the federal tax benefits with respect to the solar facility.

3. ASSET RETIREMENT OBLIGATIONS

Detail of the asset retirement obligation included in the balance sheets is as follows:

	2016	2015
	(in thousands)	
Beginning of period	**$ 1,821**	$ —
Liability incurred	—	1,774
Accretion expense	**96**	47
End of period	**$ 1,917**	$ 1,821

The estimated liability is based on the future estimated costs associated with the dismantlement, demolition and removal of the solar power plant. The estimate of the asset retirement obligation is based on projected future retirement costs and requires management to exercise significant judgment. Such costs could differ significantly when they are incurred.

4. RELATED-PARTY TRANSACTIONS

Parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Company entered into an engineering, procurement, and construction (EPC) agreement and operations and maintenance agreement with First Solar Electric (California), Inc., a wholly- owned subsidiary of First Solar, to provide EPC services and operations and maintenance services, respectively. In addition, the Company entered into a management service agreement with a related party, Southern Power Company, to provide management and general and administrative services. For the year ended December 31, 2016 the Company recorded costs of $1.2 million for operations and maintenance service expenses incurred from First Solar Electric (California), Inc., $510,000 under the EPC agreement, and approximately $153,000 of management and general and administrative service expenses incurred from Southern Power Company. During the period from April 30, 2015 (Date of Acquisition) to December 31, 2015, the Company paid $234 million under the EPC agreement and the operations and maintenance agreement and approximately $82,000 under the management service agreement.

5. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company is obligated under a 30-year non-cancelable operating lease related to land for its solar facility, which contains a 10-year renewal option and inflation-adjusted rent escalation clauses. The related rentals are charged to expense on a straight-line basis. For the year ended December 31, 2016 and for the period from April 30, 2015 (Date of Acquisition) to December 31, 2015, rent expense was approximately $1.2 million and $0.8 million, respectively. The Company includes lease extensions in its computation of minimum lease payments, which are recognized on a straight-line basis over the lease term.

Below is a summary of the Company's future minimum lease commitments as of December 31, 2016:

	2017	2018	2019	2020	2021	Thereafter	Total
				(in thousands)			
Land leases	$ 858	$ 866	$ 875	$ 884	$ 893	$ 41,329	$ 45,705

Legal Proceedings

The Company does not have any legal proceedings that are currently pending. Occasionally, the Company may be party to various lawsuits, claims and other legal and regulatory proceedings that arise in the ordinary course of business. These actions may seek, among other things, compensation, civil penalties, or injunctive or declaratory relief.

Environmental Contingencies

The Company reviews its obligations as they relate to compliance with environmental laws, including site restoration and remediation. As of December 31, 2016 and December 31, 2015, there were no known environmental contingencies that required the Company to recognize a liability.

6. SUBSEQUENT EVENTS

Subsequent events have been evaluated through February 28, 2017, the date these financial statements were available to be issued.