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

FORM 10-K/A
Amendment No. 1

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

For the fiscal year ended December 31, 2018

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: 001-35877

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.
(Exact name of registrant as specified in its charter)

Maryland	**46-1347456**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1906 Towne Centre Blvd Suite 370 Annapolis, MD	**21401**
(Address of principal executive offices)	**(Zip Code)**

(410) 571-9860
(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.01 par value	**New York Stock Exchange**

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 Section 15(d) of the Exchange 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 Interactive Data File required to be submitted 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 of this chapter) 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

As of June 30, 2018, the aggregate market value of the registrant's common stock (includes unvested restricted stock) held by non-affiliates of the registrant was $1.0 billion based on the closing sales price of the registrant's common stock on June 30, 2018 as reported on the New York Stock Exchange.

On March 22, 2019, the registrant had a total of 63,251,500 shares of common stock, $0.01 par value, outstanding (which includes 983,655 shares of unvested restricted common stock).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement for the 2019 annual meeting of stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

AMENDMENT NO. 1

EXPLANATORY NOTE

Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "Company," "we," "our," or "us") is filing this amendment (the "Form 10-K/A") to our Annual Report on Form 10-K for the year ended December 31, 2018, originally filed with the Securities and Exchange Commission ("SEC") on February 22, 2019 (the "Original Form 10-K"), solely for the purpose of complying with Regulation S-X, Rule 3-09 ("Rule 3-09"). Rule 3-09 requires that Form 10-K contain separate financial statements for unconsolidated subsidiaries and investees accounted for by the equity method when such entities are individually significant.

We have determined that our equity method investment in Buckeye Wind Energy Class B Holdings, LLC and Subsidiaries, which is not consolidated in our financial statements was significant under the income test of Rule 3-09 in relationship to our financial results for the year ended December 31, 2018. Additionally, our equity method investments in MM Solar Parent, LLC and Subsidiaries and Helix Fund I, LLC, which are also not consolidated in our financial statements, were significant under the income test of Rule 3-09 in relationship to our financial results for the year ended December 31, 2017. Since the financial statements as of and for the year ended December 31, 2018 of the aforementioned investees were not available until after the date of the filing of our Original Form 10-K, Rule 3-09 provides that the financial statements may be filed as an amendment to our Original Form 10-K within 90 days after the end of our fiscal year ended December 31, 2018.

Therefore, this Form 10-K/A amends Item 15 of our Original Form 10-K filed on February 22, 2019 to include the following Exhibits:

- Exhibit 23.2 – Consent of EKS&H LLLP for MM Solar Parent, LLC and Subsidiaries,
- Exhibit 23.3 – Consent of CohnReznick LLP for Helix Fund I, LLC,
- Exhibit 23.4 – Consent of Deloitte & Touche LLP for Buckeye Wind Energy Class B Holdings LLC
- Exhibit 99.1 – MM Solar Parent, LLC and Subsidiaries, Consolidated Financial Statements as of December 31, 2018 and 2017 and for the years then ended and for the year ended December 31, 2016,
- Exhibit 99.2 – Helix Fund I LLC, Financial Statements as of and for the year ended December 31, 2018
- Exhibit 99.3 – Helix Fund I LLC, Financial Statements as of December 31, 2017 and January 1, 2017 and for the year ended December 31, 2017 and the period from December 2, 2016 (inception) through January 1, 2017, and
- Exhibit 99.4 – Buckeye Wind Energy Class B Holdings LLC and Subsidiaries, Consolidated Financial Statements as of December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018

This Form 10-K/A does not amend or otherwise update any other information in the Original Form 10-K (including the exhibits to the Original Form 10-K, except for Exhibits 31.1, 31.2, 32.1 and 32.2). Accordingly, this Form 10-K/A should be read in conjunction with our Original Form 10-K. In addition, in accordance with applicable rules and regulations promulgated by the SEC, this Form 10-K/A includes updated certifications from our Chief Executive Officer and Chief Financial Officer as Exhibits 31.1, 31.2, 32.1 and 32.2.

Item 15. Exhibits and Financial Statement Schedules.

Documents filed as part of the report

The following documents are filed as part of this Form 10-K/A in Part II, Item 8 and are incorporated by reference:

(a)(1) Financial Statements:

See index in Item 8—"Financial Statements and Supplementary Data," filed with the Original Form 10-K for a list of financial statements.

(3) Exhibits Files:

Exhibit number	Exhibit description
3.1	Articles of Amendment and Restatement of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
3.2	Bylaws of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
3.3	Amended and Restated Agreement of Limited Partnership of Hannon Armstrong Sustainable Infrastructure, L.P. (incorporated by reference to Exhibit 3.3 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
4.1	Specimen Common Stock Certificate of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Form S-11 (No. 333-186711), filed on April 12, 2013)
4.2	Indenture, dated as of August 22, 2017, between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K (No. 001-35877), filed on August 22, 2017)
4.3	First Supplemental Indenture, dated as of August 22, 2017, between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and U.S. Bank National Association, as Trustee (including the form of 4.125% Convertible Senior Note due 2022) (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K (No. 001-35877), filed on August 22, 2017)
10.1	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.5 to Amendment No. 3 to the Registrant's Form S-11 (No. 333-186711), filed on April 12, 2013)
10.2	Amended and Restated 2013 Hannon Armstrong Sustainable Infrastructure Capital, Inc. Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended March 31, 2017 (No. 001-35877), filed on May 4, 2017)
10.3	Restricted Stock Award Agreement dated April 23, 2013 between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Jeffrey W. Eckel (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.4	Form of Restricted Stock Award Agreement (Executive Officers) (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.5	Form of Restricted Stock Award Agreement (Non-employee Directors) (incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013).
10.6	Amended and Restated Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended March, 31 2017 (No. 001-35877), filed on May 4, 2017)
10.7	Registration Rights Agreement, dated April 23, 2013, by and among Hannon Armstrong Sustainable Infrastructure Capital, Inc. and the parties listed on Schedule I thereto (incorporated by reference to Exhibit 10.6 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.8	Employment Agreement, dated April 17, 2013, by and between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Jeffrey Eckel (incorporated by reference to Exhibit 10.7 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.9	Employment Agreement, dated April 17, 2013, by and between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and J. Brendan Herron, Jr. (incorporated by reference to Exhibit 10.8 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)

10.10	Employment Agreement, dated April 17, 2013, by and between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Steven L. Chuslo (incorporated by reference to Exhibit 10.9 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.11	Employment Agreement, dated April 17, 2013, by and between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Nathaniel J. Rose (incorporated by reference to Exhibit 10.10 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.12	Letter Agreement, dated as of April 5, 2018, between M. Rhem Wooten, Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Hannon Armstrong Capital Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended March 31, 2018 (No. 001-35877), filed on May 4, 2018)
10.13	Employment Agreement, dated April 17, 2013, by and between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Daniel McMahon (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended June 30, 2015 (No. 001-35877), filed on August 7, 2015)
10.14	Agreement and Plan of Merger, dated as of April 23, 2013, by and among Hannon Armstrong Sustainable Infrastructure Capital, Inc., HA Merger Sub I LLC, HA Merger Sub III LLC, MissionPoint HA Parallel Fund, LLC, MissionPoint ES Parallel Fund I, L.P., MissionPoint HA Parallel Fund I Corp. and MissionPoint HA Parallel Fund, L.P. (incorporated by reference to Exhibit 10.12 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.15	Agreement and Plan of Merger, dated as of April 23, 2013, by and among Hannon Armstrong Sustainable Infrastructure Capital, Inc., HA Merger Sub II LLC, HA Merger Sub III LLC, MissionPoint HA Parallel Fund II, LLC, MissionPoint ES Parallel Fund II, L.P. MissionPoint HA Parallel Fund II Corp. and MissionPoint HA Parallel Fund, L.P. (incorporated by reference to Exhibit 10.13 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (No. 001-35877), filed on August 9, 2013)
10.16	Trust Agreement relating to HASI SYB 2013-1 Trust, dated as of December 20, 2013, among HASI SYB 2013-1 Trust, HASI SYB I LLC, HAT SYB I LLC, The Bank of New York Mellon as Trustee and Hannon Armstrong Sustainable Infrastructure Capital, Inc. (incorporated by reference to Exhibit 10.26 to the Registrant's Form 10-K for the year ended December 31, 2013 (No. 001-35877), filed on March 18, 2014)
10.17	Note Purchase Agreement, dated as of December 20, 2013, among HASI SYB 2013-1 Trust, HASI SYB I LLC, HAT SYB I LLC, The Bank of New York Mellon as Trustee and the purchaser of the notes thereunder (incorporated by reference to Exhibit 10.27 to the Registrant's Form 10-K for the year ended December 31, 2013 (No. 001-35877), filed on March 18, 2014)
10.18	Unit Purchase Agreement, dated as of May 28, 2014, by and among Hannon Armstrong Sustainable Infrastructure Capital, Inc., American Wind Capital Company, LLC, Northwharf Nominees Limited, DBD AWCC LLC, NGP Energy Technology Partners II, L.P. and C.C. Hinckley Company, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended June 30, 2014 (No. 001-35877), filed on August 14, 2014)
10.19	Agreement for Professional Services, dated as of May 28, 2014, by and among Hannon Armstrong Capital, LLC and AWCC Capital, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended June 30, 2014 (No. 001-35877), filed on August 14, 2014)
10.20	Indenture, dated as of September 30, 2015, among HASI SYB Trust 2015-1, the Bank of New York Mellon and Hannon Armstrong Capital, LLC (incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-Q for the quarter ended September 30, 2015 (No. 001-35877), filed on November 5, 2015)
10.21	Bond Purchase Agreement (Class A), dated as of September 30, 2015, among HASI SYB Trust 2015-1, HA Land Lease Holdings, LLC and the purchasers named therein (incorporated by reference to Exhibit 10.5 to the Registrant's Form 10-Q for the quarter ended September 30, 2015 (No. 001-35877), filed on November 5, 2015)
10.22	Contribution and Sale Agreement, dated as of September 30, 2015, among HASI SYB Trust 2015-1, and HA Land Lease Holdings, LLC (incorporated by reference to Exhibit 10.6 to the Registrant's Form 10-Q for the quarter ended September 30, 2015 (No. 001-35877), filed on November 5, 2015)
10.23	Indemnity Agreement, dated as of September 30, 2015, by Hannon Armstrong Sustainable Infrastructure Capital, Inc. in favor of the Bank of New York Mellon (incorporated by reference to Exhibit 10.7 to the Registrant's Form 10-Q for the quarter ended September 30, 2015 (No. 001-35877), filed on November 5, 2015)
10.24	Employment Agreement, dated March 15, 2017, by and between Hannon Armstrong Sustainable Infrastructure Capital, Inc. and Charles Melko (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended March 31, 2017 (No. 001-35877), filed on May 4, 2017)
10.25	Form of Amended and Restated Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.57 to the Registrant's Form 10-K (No. 001-35877) for the year ended December, 31, 2017, filed on February 23, 2018)
10.26	Loan Agreement (Rep-Based), dated as of December 13, 2018 by and among certain subsidiaries of the Company, Bank of America, N.A., as administrative agent, and each lender from time to time party thereto (incorporated by reference to Exhibit 10.26 to the Registrant's Form 10-K (No. 001-35877) filed on February 22, 2019)

10.27	Loan Agreement (Approval-Based), data as of December 13, 2018, by and among certain subsidiaries of the Company, Bank of America, N.A., as administrative agent, and each lender from time to time party thereto (incorporated by reference to Exhibit 10.27 to the Registrant's Form 10-K (No. 001-35877) filed on February 22, 2019)
10.28	Limited Guaranty (Rep-Based), dated as of December 13, 2018, by the Company and Hannon Armstrong Capital, LLC (incorporated by reference to Exhibit 10.28 to the Registrant's Form 10-K (No. 001-35877) filed on February 22, 2019)
10.29	Guaranty (Approval-Based), dated as of December 13, 2018, by the Company and Hannon Armstrong Capital, LLC (incorporated by reference to Exhibit 10.29 to the Registrant's Form 10-K (No. 001-35877) filed on February 22, 2019)
21.1	List of subsidiaries of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (incorporated by reference to Exhibit 21.1 to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
23.1	Consent of Ernst & Young LLP for Hannon Armstrong Sustainable Infrastructure Capital, Inc. (incorporated by reference to Exhibit 23.1 to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
23.2*	Consent of EKS&H LLLP for MM Solar Parent, LLC and Subsidiaries
23.3*	Consent of CohnReznick LLP for Helix Fund I, LLC
23.4*	Consent of Deloitte & Touche LLP for Buckeye Wind Energy Class B Holdings LLC and Subsidiaries
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer pursuant to section 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes—Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to section 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes—Oxley Act of 2002
99.1*	MM Solar Parent LLC and Subsidiaries, Consolidated Financial Statements as of December 31, 2018 and 2017 and for the years then ended and for the year ended December 31, 2016
99.2*	Helix Fund I LLC, Consolidated Financial Statements as of and for the year ended December 31, 2018
99.3*	Helix Fund I LLC, Consolidated Financial Statements as of December 31, 2017 and January 1, 2017 and for the year December 31, 2017 and the period from December 2, 2016 (inception) through January 1, 2017
99.4*	Buckeye Wind Energy Class B Holdings LLC and Subsidiaries, Consolidated Financial Statements as of December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018
101.INS	XBRL Instance Document (incorporated by reference to Exhibit 101.INS to the Registrant's Form 10-K (No. 001-35877), filed on February 23, 2018)
101.SCH	XBRL Taxonomy Extension Schema (incorporated by reference to Exhibit 101.SCH to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (incorporated by reference to Exhibit 101.CAL to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (incorporated by reference to Exhibit 101.DEF to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
101.LAB	XBRL Taxonomy Extension Label Linkbase (incorporated by reference to Exhibit 101.LAB to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)
101 PRE	XBRL Taxonomy Extension Presentation Linkbase (incorporated by reference to Exhibit 101.PRE to the Registrant's Form 10-K (No. 001-35877), filed on February 22, 2019)

* Filed herewith.

** Furnished with this report.

SIGNATURES

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

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.

Date: March 26, 2019	By:	/s/ Jeffrey W. Eckel
	Name:	Jeffrey W. Eckel
	Title:	Chairman, Chief Executive Officer and President
Date: March 26, 2019	By:	/s/ Charles W. Melko
	Name:	Charles W. Melko
	Title:	Chief Accounting Officer and Senior Vice President

8181 East Tufts Avenue, Suite 600
Denver, Colorado 80237-2521
P: 303-740-9400
F: 303-740-9009
www.EKSH.com

EKS&H LLLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 File No. 333-198158) of Hannon Armstrong Sustainable Infrastructure Capital, Inc.;

(2) Registration Statement (Form S-8 File No. 333-212913) pertaining to the 2013 Hannon Armstrong Sustainable Infrastructure Capital, Inc. Equity Incentive Plan; and

(3) Registration Statement (Form S-3ASR File No. 333-215229) of Hannon Armstrong Sustainable Infrastructure Capital, Inc.,

of our report dated March 20, 2018, relating to the consolidated financial statements of MM Solar Parent, LLC, which appear in this Annual Report on Form 10-K/A.

EKS+H LLLP
EKS&H LLLP

March 26, 2019
Boulder, Colorado

Exhibit 23.3

Consent of Independent Auditor

We consent to the incorporation by reference in Registration Statement No. 333-198158 on Form S-3, No. 333-215229 on Form S-3ASR and No. 333-212913 on Form S-8 of Hannon Armstrong Sustainable Infrastructure Capital, Inc. of our report dated March 21, 2018, on our audits of the consolidated financial statements of Helix Fund I, LLC as of December 31, 2017 and January 1, 2017, and for the fiscal year ended December 31, 2017 and the period from December 2, 2016 (inception) through January 1, 2017, which report is included in the Annual Report on Form 10-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. for the year ended December 31, 2018.

CohnReznick LLP

/s/ CohnReznick LLP
Atlanta, Georgia
March 26, 2019

Exhibit 23.4

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statement No. 333-198158 on Form S-3, No. 333-215229 on Form S-3ASR and No. 333-212913 on Form S-8 of Hannon Armstrong Sustainable Infrastructure Capital, Inc. of our report dated March 8, 2019, relating to the consolidated financial statements of Buckeye Wind Energy Class B Holdings LLC and Subsidiaries as of December 31, 2018 and 2017, and for each of the three years in the period ended December 31, 2018 appearing in this Annual Report on Form 10-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. for the year ended December 31, 2018.

Deloitte & Touche LLP

Chicago, Illinois
March 26, 2019

EXHIBIT 31.1
CERTIFICATIONS

I, Jeffrey W. Eckel, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "registrant");

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(s) 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 controls 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 26, 2019

By: /s/ Jeffrey W. Eckel
Name: Jeffrey W. Eckel
Title: Chief Executive Officer and President

EXHIBIT 31.2
CERTIFICATIONS

I, Jeffrey A. Lipson, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "registrant");

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(s) 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 controls 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 26, 2019

By: /s/ Jeffrey A. Lipson
Name: Jeffrey A. Lipson
Title: Executive Vice President, Chief Financial Officer, and Treasurer

EXHIBIT 32.1
CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002, 10 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the “Company”) for the period ended December 31, 2018 to be filed with the Securities and Exchange Commission on or about the date hereof (the “report”), I, Jeffrey W. Eckel, Chief Executive Officer and President of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, 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 results of operations of the Company.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

Date: March 26, 2019

By: /s/ Jeffrey W. Eckel
Name: Jeffrey W. Eckel
Title: Chief Executive Officer and President

EXHIBIT 32.2
CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002, 10 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "Company") for the period ended December 31, 2018 to be filed with the Securities and Exchange Commission on or about the date hereof (the "report"), I, Jeffrey A. Lipson, Executive Vice President, Chief Financial Officer, and Treasurer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, 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 results of operations of the Company.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

Date: March 26, 2019

By: /s/ Jeffrey A. Lipson
Name: Jeffrey A. Lipson
Title: Executive Vice President, Chief Financial Officer, and Treasurer

MM Solar Parent, LLC and Subsidiaries

Consolidated Financial Report

December 31, 2018 (Unaudited), 2017 and 2016

INDEPENDENT AUDITORS' REPORT

Managing Member
MM Solar Parent, LLC and Subsidiaries
Boulder, Colorado

We have audited the accompanying combined and consolidated financial statements of MM Solar Parent, LLC and Subsidiaries, which are comprised of the consolidated balance sheets as of December 31, 2017, and the related combined and consolidated statements of operations and comprehensive income, changes in members' equity, and cash flows for the two-year period ended December 31, 2017, and the related notes to the combined and consolidated financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these combined and 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 combined and 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 combined and 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 combined and consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined and consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined and consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the combined and 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 combined and 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 combined and consolidated financial statements referred to above present fairly, in all material respects, the financial position of MM Solar Parent, LLC and Subsidiaries as of December 31, 2017, and the results of their operations and their cash flows for the two-year period ended December 31, 2017 in accordance with accounting principles generally accepted in the United States of America.

/s/ EKS&H LLLP

March 20, 2018
Boulder, Colorado

MM Solar Parent, LLC and Subsidiaries

Consolidated Balance Sheet

December 31, 2018 (Unaudited) and 2017

	2018 (Unaudited)	2017
Assets		
Current assets		
Cash	$ 286,934	$ 1,952,195
Accounts receivable	888,777	724,164
Related party receivable	-	30,764
Other current assets	109,239	62,394
Total current assets	1,284,950	2,769,517
Solar energy systems, net	74,557,350	79,383,360
Intangible assets, net	55,215	59,215
Other assets	-	166,213
Interest rate swap agreements	-	168,875
Restricted cash	459,970	2,316,486
Total assets	$ 76,357,485	$ 84,863,666
Liabilities and Members' Equity		
Current liabilities		
Related party payable	$ 66,902	$ 109,634
Accounts payable and accrued expenses	182,186	496,440
Current portion of long-term debt, net	3,176,883	4,450,818
Interest rate swap agreements	157,930	140,547
Total current liabilities	3,583,901	5,197,439
Long-term debt, less current portion, net	45,897,855	29,459,603
Interest rate swap agreements	689,097	49,930
Contract liability	1,873,461	1,560,493
Deferred rent	164,625	122,999
Asset retirement obligations	2,151,825	-
Total liabilities	54,360,764	36,390,464
Members' equity		
Members' capital	4,768,089	32,902,226
Retained earnings	18,075,659	15,570,976
Accumulated other comprehensive loss	(847,027)	-
Total members' equity	21,996,721	48,473,202
Total liabilities and members' equity	$ 76,357,485	$ 84,863,666

See notes to consolidated financial statements.

MM Solar Parent, LLC and Subsidiaries

Consolidated Statement of Operations

Years Ended December 31, 2018 (Unaudited), 2017, and 2016

	2018 (Unaudited)	2017	2016
Revenues			
Energy service	$ 4,020,606	$ 4,300,332	$ 4,477,131
Incentive	6,374,679	6,887,066	7,446,819
Total revenues	10,395,285	11,187,398	11,923,950
Operating expenses			
General and administrative	169,069	377,818	236,765
Operating, maintenance, and asset management	1,254,156	1,387,472	1,170,716
Depreciation, amortization, and accretion	3,385,263	3,173,194	3,173,194
Total operating expenses	4,808,488	4,938,484	4,580,675
Operating income	5,586,797	6,248,914	7,343,275
Other (expense) income			
Interest expense	(2,139,431)	(2,291,030)	(2,466,675)
(Loss) gain on interest rate swap agreements	(12,361)	256,908	313,708
Loss on debt extinguishment	(1,040,306)	-	-
De-designation of interest rate swap agreements	-	-	(397,643)
Other income	519,574	157,265	6,441
Total other expense	(2,672,524)	(1,876,857)	(2,544,169)
Net income	2,914,273	4,372,057	4,799,106
Other comprehensive (loss) income			
De-designation of interest rate swap agreements	-	-	397,643
Change in fair value of interest rate swap agreements	(847,027)	-	-
Total other comprehensive (loss) income	(847,027)	-	397,643
Comprehensive income	$ 2,067,246	$ 4,372,057	$ 5,196,749

MM Solar Parent, LLC and Subsidiaries

Consolidated Statement of Members' Equity

Years Ended December 31, 2018 (Unaudited), 2017, and 2016

	Members' Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Members' Equity
Balance - January 1, 2016	$ 41,212,694	$ 6,399,813	$ (397,643)	$ 47,214,864
Net income	-	4,799,106	-	4,799,106
De-designation of interest rate swap agreements	-	-	397,643	397,643
Member distributions	(4,384,034)	-	-	(4,384,034)
Balance - December 31, 2016	36,828,660	11,198,919	-	48,027,579
Net income	-	4,372,057	-	4,372,057
Member distributions	(3,926,434)	-	-	(3,926,434)
Balance - December 31, 2017	32,902,226	15,570,976	-	48,473,202
Net income (Unaudited)	-	2,914,273	-	2,914,273
Member distributions (Unaudited)	(30,124,100)	-	-	(30,124,100)
Member contributions (Unaudited)	3,711,880	-	-	3,711,880
Net assets transferred (Note 3) (Unaudited)	(1,721,917)	(409,590)	-	(2,131,507)
Fair value of interest rate swap agreement designated as cash flow hedges (Unaudited)	-	-	(847,027)	(847,027)
Balance - December 31, 2018 (Unaudited)	$ 4,768,089	$ 18,075,659	$ (847,027)	$ 21,996,721

MM Solar Parent, LLC and Subsidiaries

Consolidated Statement of Cash Flows

Years Ended December 31, 2018 (Unaudited), 2017 and 2016

	2018 (Unaudited)	2017	2016
Cash flows from operating activities			
Net income	$ 2,914,273	$ 4,372,057	$ 4,799,106
Adjustments to reconcile net income to net cash and restricted cash from operating activities:			
Depreciation, amortization, and accretion expense	3,385,263	3,173,194	3,173,194
Amortization of debt issuance costs	188,517	167,532	167,971
Change in fair value of interest rate swap agreements	12,361	(256,908)	(313,708)
Deferred rent expense	41,626	41,662	51,746
Loss on debt extinguishment costs - write-off of debt issuance costs	1,040,306	-	-
De-designation of interest rate swap agreements	-	-	397,643
Changes in operating assets and liabilities which provided cash and restricted cash:			
Accounts receivable	(181,434)	30,800	812
Related party receivable	30,764	424,483	(455,247)
Other assets	179,368	(26,271)	(34,289)
Related party payable	(40,043)	37,640	63,994
Accounts payable and accrued expenses	(289,084)	35,765	(31,668)
Contract liability	312,968	295,062	304,548
Net cash and restricted cash provided by operating activities	7,594,885	8,295,016	8,124,102
Cash flows from financing activities			
Member distributions	(30,124,100)	(3,926,434)	(4,384,034)
Member contributions	3,711,880	-	-
Proceeds from long-term debt	51,830,602	-	-
Principal payments on long-term debt	(33,512,421)	(3,673,235)	(3,799,432)
Cash payment for debt issuance costs	(2,836,849)	-	-
Cash transferred to related entity (Note 3)	(185,774)	-	-
Net cash and restricted cash used in financing activities	(11,116,662)	(7,599,669)	(8,183,466)
Net (decrease) increase in cash and restricted cash	(3,521,777)	695,347	(59,364)
Cash and restricted cash - beginning of year	4,268,681	3,573,334	3,632,698
Cash and restricted cash - end of year	$ 746,904	$ 4,268,681	$ 3,573,334
Supplemental cash flow information			
Cash paid for interest	$ 2,204,539	$ 2,089,421	$ 2,171,316
Significant noncash transactions			
Assets transferred, net of cash and restricted cash (Note 3)	$ 1,945,733	$ -	$ -
Asset retirement obligation capitalized to solar energy systems	2,146,656	-	-
Debt issuance costs paid from debt proceeds	1,426,059	-	-
Prepaid interest and loan fees paid from debt proceeds	60,000	-	-
Recognition of loss of interest rate swaps designated as cash flow hedges	847,027	-	-

See notes to consolidated financial statements.

Note 1 - Nature of Business

MM Solar Parent, LLC (the "MM Parent") has wholly owned subsidiaries that own photovoltaic solar energy systems. Collectively, MM Parent and its subsidiaries are referred to as the "Company." The Company sells electricity generated by the solar energy systems to public sector and non-profit entities located in Arizona, California, Connecticut, and Massachusetts through Power Purchase Agreements ("PPAs").

Prior to December 21, 2018 (the "Acquisition Date"), MM Parent was owned 95.1 percent by AES DE Holdings I, LLC ("AES DE I") and 4.9 percent by HA Daybreak Holdings LLC ("HADH"). On the Acquisition Date, AES DE I purchased the 4.9 percent interest in MM Parent from HADH, and MM Parent became a wholly owned subsidiary of AES DE I. Subsequent to the Acquisition Date, MM Parent transferred MM Solar Holdings I, LLC ("MM Holding I") and its wholly owned subsidiary, SD Solar I, LLC ("SD Solar"), to AES DE I and MM Solar Holdings I, LLC became a wholly owned subsidiary of AES DE I, as described in Note 3.

Note 2 - Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its wholly owned subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation.

The operating subsidiaries of MM Parent as of December 31, 2018 (unaudited) are as follows, including the location of asset concentration for the respective operating subsidiary and the reference of the subsidiary in these consolidated financial statements.

Entity Legal Name	Asset Concentration	Referred to as
MFP CO Holdings II, LLC	Arizona	MFPCOH II
AZ Solar I, LLC	Arizona	AZ Solar I
Scottsdale Solar Holdings, LLC	Arizona	SSH
Eloy ESD Solar Holdings, LLC	Arizona	Eloy
AZ Solar Phase Zero, LLC	Arizona	AZ Phase Zero
Bridgeport Solar, LLC	Connecticut	Bridgeport
MM Solar Holdings II, LLC	Massachusetts	MM Holdings II
Stow Solar I, LLC	Massachusetts	Stow
Scituate Solar I, LLC	Massachusetts	Scituate
Bolton Solar I, LLC	Massachusetts	Bolton

Cash

The Company considers all investments with an original maturity of three months or less when purchased to be cash equivalents. The Company continually monitors its positions with, and the credit quality of, the financial institutions with which it invests. As of the balance sheet date and at certain times throughout the year, the Company held cash balances in excess of federally insured limits.

Note 2 - Significant Accounting Policies (Continued)

Restricted Cash

Under the terms of its loan agreements with banks, which were refinanced and terminated during 2018, the Company had agreed to establish debt service reserves and operating and maintenance reserves. The Company also has agreed to maintain restricted cash balances in connection with its operating lease agreements for the removal of solar energy systems from said lease properties. The remaining balance in each account becomes available when the conditions defined in the agreements are satisfied.

In November 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. The update aims to reduce diversity in practice by clarifying that a statement of cash flows should explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents; therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The Company has adopted this standard as of January 1, 2018 and as a result included any restricted cash as part of cash on the statement of cash flows for all periods presented.

The following table provides a reconciliation of cash and restricted cash reported within the consolidated balance sheet to the amounts reported on the consolidated statement of cash flows:

	2018 (Unaudited)	2017
Cash	$ 286,934	$ 1,952,195
Restricted cash	459,970	2,316,486
Total	$ 746,904	$ 4,268,681

Accounts Receivable

Accounts receivable are stated at net invoice amounts. Based on management's review of outstanding receivable balances and historical collection information, management's best estimate is that all balances will be collected. Accordingly, the Company has not established an allowance for doubtful accounts.

Credit Risk and Major Customers

Sales are to customers located in Arizona, California, Massachusetts, and Connecticut. The Company extends trade credit to its customers on terms that are generally practiced in the industry. Two and three major customers accounted for approximately 81 percent and 88 percent of accounts receivable as of December 31, 2018 (unaudited), 2017, and 2016, respectively. During the years ended December 31, 2018 (unaudited), 2017, and 2016 four, three, and three customers, respectively, accounted for 77 percent, 82 percent, and 73 percent of sales, respectively.

Solar Energy Systems and Grants and Rebates Received

Solar energy systems are recorded at cost, including the capitalized asset retirement cost estimate. Straight-line method is used for computing depreciation. Solar energy systems are depreciated over their estimated useful lives which are estimated to be 30 years. Solar energy systems are recorded net of grants and rebates received as a reduction in the basis of the assets from the United States Department of the Treasury under the American Recovery and Reinvestment Act of 2009 and utility companies. The amount received from the United States Department of the Treasury and utility companies are subject to audit and adjustments. Costs of maintenance and repairs are charged to expense when incurred.

Intangible Assets

Intangible assets consist of customer contracts which are stated at cost and were amortized using the straight-line method over the contractual life of the assets.

Note 2 - Significant Accounting Policies (Continued)

Impairment or Disposal of Long-lived Assets

The Company reviews the recoverability of long-lived assets when events or changes in circumstances occur that indicate the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on the ability to recover the carrying value of the asset from the expected future pretax cash flows (undiscounted and without interest charges) of the related operations. If these cash flows are less than the carrying value of such asset, an impairment loss is recognized for the difference between estimated fair value and carrying value. The measurement of impairment requires management to make estimates of these cash flows related to long-lived assets, as well as other fair value determinations. As of December 31, 2018 (unaudited), 2017, and 2016, it was determined no impairment of long-lived assets was considered necessary.

Debt Issuance Costs

Debt issuance costs were incurred by the Company in connection with obtaining the debt financing. These costs are recorded as a reduction in the recorded balance of the outstanding debt. The costs are amortized over the term of the related debt and reported as a component of interest expense.

Deferred Rent Liability

The Company leases land for certain solar energy systems under non-cancelable operating leases, which include scheduled increases in rent payments. The expense associated with leases that have escalating payment terms is recognized on a straight-line basis over the lease term. The difference between straight-line rent expense and the amount paid is recorded as a deferred rent liability.

Asset Retirement Obligation

Asset retirement obligations ("AROs") relate to estimated removal costs of solar energy systems from their respective properties upon termination of the underlying agreement. The Company records the fair value of an ARO in the period in which it becomes reasonably estimable. When the liability is initially recorded, the Company capitalizes an estimated cost by increasing the carrying amount of the solar energy systems. Over time, the liability is accreted each period toward an estimated future cost, and the capitalized cost is amortized over the useful life of the solar energy systems. The Company uses the income valuation technique to estimate the fair value of AROs using the amounts and timing of expected future removal costs, credit-adjusted risk-free rate, and time value of money. All of the inputs are estimated at the time the liability is incurred or revised. Revisions to the liability could occur due to changes in estimated removal costs. Adjustments to the liability are made as these estimates change, and upon settlement of the liability, the Company reports a gain or loss to the extent the actual costs differ from the recorded liability.

Revenue Recognition

As described below, the Company has two types of revenue streams, energy service revenue and incentive revenue. During 2018, the Company adopted ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), utilizing the modified retrospective approach. Adoption of Topic 606 did not have an impact on the Company's revenue recognition as it continues to recognize revenue using an output method, as energy delivered best depicts the transfer of goods or services to the customer. The primary impact of the adoption was the related disclosures.

Energy Service Revenue

The Company has entered into long-term PPAs, ranging from 20 to 25 years, for the sale of electricity. The PPAs are evaluated to determine whether they are executory agreements or leases under ASC Topic 840, Leases. The Company's PPAs generally meet all of the criteria of a lease, except for, in some

cases, the PPAs stipulate a price per unit of output that is fixed for the entire term of the agreement; in such cases, the PPA is scoped out of lease accounting and is considered an executory agreement.

Note 2 - Significant Accounting Policies (Continued)

The Company considers a PPA with output that does not have a fixed price per unit of output for the entire term of the PPA to meet the definition of a lease. If a PPA is determined to satisfy the definition of a lease, the Company then assesses whether or not a PPA is a capital lease or an operating lease. The Company has determined that none of its PPAs qualify as capital leases based on uncertainties related to production guarantees and future costs to maintain and repair the solar energy systems.

The Company's performance obligation under the PPA is the production of power by the solar energy systems and is considered contingent revenue until produced as the Company does not have control over the source. The performance obligation is satisfied and revenue is recognized at the time the power is generated by the solar energy system. As defined in the PPAs, the customers pay an agreed-upon rate per kilowatt hour produced. Under the typical payment terms, the customer pays on a monthly basis for the power generated in the preceding month.

Incentive Revenue and Contract Liability

Certain of the Company's solar energy systems are qualified to produce solar renewable energy certificates ("SREC"). An SREC represents the renewable attributes associated with solar energy generation that are minted by government agencies and sold to third-party customers. The Company hedges some of its expected production of SRECs through forward sale contracts. The contracts require the Company to physically deliver the SRECs upon settlement. The Company elects normal purchase/normal sale accounting treatment on all SREC sale contracts it enters into during the year. The Company recognizes revenue from the sale of SRECs in the period during which they are delivered and accepted by the customer. The Company does not recognize any specifically identifiable costs related to SRECs.

Additionally, certain of the Company's subsidiaries have agreements with energy companies, ranging from 5 to 20 years, which state that the Company receives incentives based on an agreed-upon fixed rate per kilowatt hour produced by the solar energy system located on each customer's property. The energy companies pay the Company based on their meter readings during the month. The Company periodically compares the energy companies' utility meter readings with its readings to ensure consistency. During the years ended December 31, 2018 (unaudited), 2017, and 2016, the difference between what was billed by the Company and received from the energy companies was deemed insignificant by the Company. Certain agreements with energy companies contain a clause where total consideration paid by the customer is considered fixed as the system's production is estimated to equal or exceed the allowable contractual billings. For these agreements, the Company will recognize revenue based upon actual production at a billing rate derived from the maximum contractual billings and estimated total production over the entire term of the contract and will recognize a contract liability for any amounts billed in excess of revenue recognized. For all other agreements, the Company recognizes revenue as an executory agreement based upon the output delivered using the rates specified in the agreement.

The Company's performance obligations under the SREC sales and incentive agreements are the delivery of the SRECs and production of power by the solar energy systems, respectively. The performance obligations under the incentive agreements are considered contingent revenue until produced or delivered as the Company does not have control over the source, the performance obligation is satisfied and revenue is recognized at the time the power is generated by the solar energy system. Under the typical payment terms, the customers pay on a quarterly or monthly basis under the incentive agreements and for the power generated in the preceding quarter or month, respectively. The performance obligation for SRECs is satisfied and revenue is recognized at the time of delivery of the SREC to the customer. Under the typical payment terms, the amounts due under the SRECs are payable at the time of delivery.

Note 2 - Significant Accounting Policies (Continued)

Income Taxes

The Company is treated as a partnership for federal income tax purposes. Consequently, federal income taxes are not payable or provided for by the Company. The member is taxed individually on the Company's earnings. The Company's net income or loss is allocated to the member in accordance with the Company's operating agreement.

Derivative Financial Instruments

The Company holds derivative financial instruments for the purpose of hedging certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of future interest rates. In hedging transactions in the normal course of business, the Company holds interest rate swap agreements to hedge future changes in interest rates. The interest rate swap agreements are recognized in the accompanying balance sheet at fair value. Changes in fair value are recognized in other comprehensive income for interest rate swaps designated as effective cash flow hedges, and as part of net income for all others. Certain interest rate swap agreements that were previously designated as cash flow hedges were de-designated as of January 1, 2016, for these agreements, the Company elected to discontinue the use of hedge accounting prospectively.

Derivatives are held only for the purpose of hedging such risks, not for speculation. Generally, the Company enters into hedging relationships such that changes in the fair value of cash flows of items and transactions being hedged are expected to be offset by corresponding changes in the values of the derivatives.

Fair Value of Financial Instruments

Financial instruments consist of cash, accounts receivable, accounts payable, accrued expenses, interest rate swap agreements, asset retirement obligations, and debt. The carrying amount of cash, accounts receivable, accounts payable, accrued expenses, and debt approximates fair value due to either the short maturity or the existence of variable interest rates that approximate prevailing market rates. The carrying amount of interest rate swap agreements and asset retirement obligations are reported at fair value, which are described in Note 9.

Use of Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Other Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Certain changes in assets and liabilities, however, such as unrealized gains and losses on certain derivative instruments, are reported as a direct adjustment to the equity section of the balance sheet. Such items, along with net income, are considered components of comprehensive income.

Note 2 - Significant Accounting Policies (Continued)

Upcoming Accounting Pronouncement

The FASB issued ASU 2016-02, Leases, which will supersede the current lease requirements in ASC 840. The ASU requires lessees to recognize a right-to-use asset and related lease liability for all leases, with a limited exception for short-term leases. Leases will be classified as either finance or operating, with the classification affecting the pattern of expense recognition in the statement of operations. Currently, leases are classified as either capital or operating, with only capital leases recognized on the balance sheet. The reporting of lease-related expenses in the statements of operations and cash flows will be generally consistent with the current guidance. The new lease guidance will be effective for the Company's year ending December 31, 2019 and will be applied using a modified retrospective transition method to the beginning of the year of adoption. Under the new standard, the Company will recognize a right-to-use asset and related lease liability for its operating leases, and the expense amount recognized in the statement of operations will be similar to the current accounting.

Subsequent Events (Unaudited)

The consolidated financial statements and related disclosures include evaluation of events up through and including March 15, 2019, which is the date the consolidated financial statements were available to be issued.

Note 3 - Distribution of MM Solar Holdings I, LLC and Subsidiary (Unaudited)

The Company distributed 100 percent of its membership interest in MM Solar I and its wholly owned subsidiary, SD Solar, to AES DE I. At the date of distribution, fair value approximated book value.

The following table summarizes the approximate fair value of assets and liabilities transferred (unaudited):

Cash	$	48,000
Accounts receivable		17,000
Solar energy systems		3,715,000
Restricted cash		137,000
Related party payable		(2,500)
Accrued expenses		(25,000)
Interest rate swap agreements		(34,000)
Long-term debt		(1,606,000)
Asset retirement obligations		(118,000)
Total	$	2,131,500

Note 4 - Solar Energy Systems

Solar energy systems are summarized as follows as of December 31:

	2018 (Unaudited)	2017
Solar energy systems	$ 119,816,105	$ 122,201,225
Accumulated depreciation	17,756,125	15,315,235
Accumulated grants and rebates	27,502,630	27,502,630
	45,258,755	42,817,865

	45,258,755	42,817,865
Net solar energy systems	$ 74,557,350	$ 79,383,360

Note 4 - Solar Energy Systems (Continued)

Depreciation and amortization expense for the years ended December 31, 2018 (unaudited), 2017 and 2016 was $3,257,830, $3,169,194, and $3,169,194, respectively.

Note 5 - Intangible Assets

Intangible assets of the Company at December 31 are summarized as follows:

	2018 (Unaudited)		2017	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer contracts	$ 80,000	$ 24,785	$ 80,000	$ 20,785

Amortization expense for intangible assets totaled $4,000 for the years ended December 31, 2018 (unaudited), 2017 and 2016.

Estimated amortization expense for the years ended December 31 is as follows (unaudited):

Years Ending	Amount
2019	$ 4,000
2020	4,000
2021	4,000
2022	4,000
2023	4,000
Thereafter	35,215
Total	$ 55,215

Note 6 - Asset Retirement Obligations (Unaudited)

During 2018, the Company was able to reasonably estimate the fair value of its asset retirement obligations. Accordingly, a liability has been established equal to the fair value of the obligation and the carrying value of the solar energy systems has been increased by the same amount. The following is a reconciliation of the aggregate retirement liability associated with the Company's obligation to dismantle and remove the solar energy systems.

	2018 (Unaudited)
Balance - January 1, 2018 (unaudited)	$ -
Liabilities recognized (unaudited)	2,146,656
Increase in present value of the obligation (unaudited)	123,433
Transfer of asset retirement obligation (Note 3) (unaudited)	(118,264)
Balance - December 31, 2018 (unaudited)	$ 2,151,825

Note 7 - Long-term Debt

Long-term debt at December 31 is as follows:

	2018 (Unaudited)	2017
Note payable to a lender with variable bi-annual principal payments. Interest is variable based upon the type of term loan, which is determined at the withdrawal date. The Company's loan is a LIBO rate loan and accrues interest at LIBO plus 1.65 percent (4.44 percent at December 31, 2018). The note is collateralized by substantially all of the Company's assets and matures in June 2026. A portion of the proceeds received from the note was used to repay the existing notes payable.	$ 53,316,661	$ -
Various notes payable to banks due in variable monthly or quarterly principal payments, including fixed and variable interest rates ranging from 4.46 percent to 6.5 percent at December 31, 2017. The notes were collateralized by substantially all of the borrower's assets and matured at various dates between June 2022 and March 2025. The notes were repaid in full with the proceeds from the 2018 note.	-	35,160,638
Unamortized debt issuance costs	(4,241,923)	(1,250,217)
Long-term debt less unamortized debt issuance costs	49,074,738	33,910,421
Less current portion	3,176,883	4,450,818
Long-term portion	$ 45,897,855	$ 29,459,603

The balance of the above debt matures as follows (unaudited):

Years Ending December 31	Amount
2019	$ 3,703,405
2020	5,521,477
2021	5,563,499
2022	5,724,411
2023	6,040,621
Thereafter	26,763,248
Total	$ 53,316,661

Under the agreements with the bank, the Company is subject to various financial covenants, including restricting and dictating the use of certain loan proceeds.

The Company entered into a new financing agreement during 2018 (unaudited), whereby a portion of the proceeds from the agreement was used to repay the existing notes payable. Debt issuance costs as of the date of the refinance in the amount of $1,040,306 were recognized as a loss on debt extinguishment. The Company also settled the interest rate swap agreements that were related to the existing notes payable which were repaid. As a result, the Company recognized a gain of $496,660 upon settlement.

payable which were repaid. As a result, the Company recognized a gain of $[illegible] upon settlement, which is included in other income on the accompanying consolidated statement of operations.

Note 7 - Long-term Debt (Continued)

Under the terms of the financing agreement, the Company also entered into letters of credit agreements to satisfy the current debt service reserve ("DSR") and operating and maintenance reserve ("O&M") requirements. Both reserve requirements have a maximum commitment of $2,557,639 each. Collectively, the DSR and O&M letters of credit bear interest at a rate as defined in the financing agreement upon the Company's initial borrowings, payable quarterly. Additionally, the Company is required to pay a quarterly commitment fee of 1.65 percent of the defined available balance of the letters of credit. As of December 31, 2018 (unaudited), the Company had not borrowed amounts under either of the letters of credit. Upon borrowing, the letters of credit will require repayment, as defined in the financing agreement, through maturity in June 2026. These letters of credit are cross-collateralized with the 2018 note payable.

Note 8 - Derivatives

The Company is exposed to certain risks in the normal course of its business operations. The main risks are those relating to the variability of future earnings and cash flows, which are managed through the use of derivatives. All derivative financial instruments are reported in the balance sheet at fair value.

In particular interest rate swap agreements which are designated as cash flow hedges are used to manage the risk associated with interest rates on fixed-rate borrowings.

For cash flow hedges, the effective portion of the gain or loss on the derivative instrument is included as a component of other comprehensive income and reclassified into earnings in the same period during which the hedged transaction is recognized in earnings. Gains or losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. The Company recognized no ineffectiveness for the year ended December 31, 2018 (unaudited).

Any gains or losses recognized on derivatives that are not designated as hedging instruments or for which the Company has elected not to apply hedge accounting are recognized in current year earnings.

As of December 31, 2018 (unaudited), the Company held two interest rates swaps with a total notional amount of $52,783,494. The effective date of the interest rate swap agreements was December 21, 2018. The interest rate swap agreements mandatorily terminate on June 19, 2026. The notional amounts decrease in conjunction with the decrease of the associated debt balance. Gains and losses recognized on the interest rate swaps of $69,268 have been recognized in interest expense for the year ended December 31, 2018 (unaudited). The Company expects to recognize losses of $157,930 over the next 12 months related to the unrealized loss of $847,027 in other comprehensive income at December 31, 2018 (unaudited). See Note 2 and Note 9 for additional information.

Note 9 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. These Level 3 fair value measurements are

little, if any, market activity for the related asset or liability. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset or liability.

Note 9 - Fair Value Measurements (Continued)

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis at December 31, 2018 (unaudited) and 2017 and the valuation techniques used by the Company to determine those fair values.

	Liabilities Measured at Fair Value on a Recurring Basis at Decembe 31, 2018 (Unaudited)			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2018 (Unaudited)
Liabilities				
Interest rate swap agreements	$ -	$ 847,027	$ -	$ 847,027
Total liabilities	$ -	$ 847,027	$ -	$ 847,027

	Assets and Liabilities Measured at Fair Value on a Recurring Basis a December 31, 2017			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2017
Assets				
Interest rate swap agreements	$ -	$ 168,875	$ -	$ 168,875
Total assets	$ -	$ 168,875	$ -	$ 168,875
Liabilities				
Interest rate swap agreements	$ -	$ 190,477	$ -	$ 190,477
Total liabilities	$ -	$ 190,477	$ -	$ 190,477

The fair value of interest rate swap agreements is determined by using the income valuation technique and discounted cash flows model for the spread between the fixed rates and the forward interest rates in effect when future settlements occur. The fair value is determined primarily based on Level 2 inputs including the forward interest rate curve, notional amounts, contract terms, and a discount rate considered by management to represent a market rate. The credit risk of the Company and the counterparty are also considered in the fair value determination.

The Company also has asset retirement obligation liabilities that, under certain conditions, are subject to measurement at fair value on a nonrecurring basis. The Company has estimated the fair values of these liabilities using a discounted cash flow model based primarily on Level 3 inputs (unaudited) including the estimated cost of removal of the underlying systems ($0.04 - $0.24 per Watt); the economic lives of the systems (30 years); the inflation rate (2.2 percent); and the credit-adjusted risk-free rate of the Company (5.75 percent). The Company has processes in place to select the appropriate valuation technique and unobservable inputs to perform Level 3 fair value measurements.

Note 12 - Contract Liability

The following table presents information about the Company's liabilities measured at fair value on a nonrecurring basis at December 31, 2018 (unaudited). There were no liabilities measured at fair value on a nonrecurring basis at December 31, 2017.

	Liabilities Measured at Fair Value on a Nonrecurring Basis at December 31, 2018 (Unaudited)			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2018 (Unaudited)
Asset retirement obligation	$ -	$ -	$ 2,151,825	$ 2,151,825

Note 10 - Related Party Transactions

The following is a description of transactions between the Company and related parties:

Accounts Receivable

At December 31, 2017, the Company had a receivable from a related entity totaling $30,764, which was remitted to the Company during 2018.

Related Party Annual Capacity Fees

The Company's operating subsidiaries have operations and management agreements (the "O&M Agreements") with AES Distributed Energy, Inc. ("AES DE"), the parent company of AES DE I. The terms of O&M Agreements will remain in effect for the duration of the PPAs associated with the underlying solar energy systems, not less than 20 years. The O&M Agreements require the Company to pay AES DE an annual fee payable in 12 equal monthly installments based on an annual fee ranging from $0.0145 to $0.0363 per watt of solar energy system capacity for the first year of the agreement. As defined in the O&M Agreements, upon each anniversary of the operating subsidiaries' respective effective dates, the annual fee will generally increase between 1 percent and 2.5 percent. Annual capacity expense for the years ended December 31, 2018 (unaudited), 2017 and 2016 was $684,751, $673,070 and $661,810, respectively, and is reflected in operating, maintenance, and asset management expenses on the accompanying consolidated statements of operations. As of December 31, 2018 and 2017, the Company had accrued $55,352 (unaudited) and $64,005, respectively, for unpaid annual fees, which is included in related party payable on the accompanying consolidated balance sheet.

Other Related Party Transactions

During the years ended December 31, 2018 (unaudited), 2017 and 2016, AES DE paid certain expenses on behalf of the Company, of which $11,550 and $45,629 remained payable to AES DE as of December 31, 2018 (unaudited) and 2017, respectively, excluding accrued and unpaid annual capacity fees. These expenses are included in operating expenses on the accompanying consolidated statements of operations.

Note 11 - Contingencies

The Company recognizes liabilities for environmental remediation costs when such obligations are probable and reasonably estimable. As of December 31, 2018 (unaudited) and 2017, the Company is not aware of any environmental contingencies.

Note 12 - Contract Liability

The following table provides information on the changes in the balance of contract liability for the years ended December 31:

	2018 (Unaudited)	2017
Opening balance	$ 1,560,493	$ 1,265,431
Increase in liability	2,529,581	2,516,311
Less revenue recognized from continuing operations	(2,216,613)	(2,221,249)
Closing balance	$ 1,873,461	$ 1,560,493

Total contract liabilities increased by $312,968 and $295,062 during 2018 (unaudited) and 2017, respectively. The increase was primarily due to amounts billed in excess of revenue recognized.

Note 13 - Operating Leases

The Company is obligated under operating leases for land rental for certain solar energy systems, expiring at various dates through December 2038. The leases require the Company to pay taxes, insurance, utilities, and maintenance costs. Total rent expense under these leases was $261,350, $257,689, and $265,011, during the years ended December 31, 2018 (unaudited), 2017 and 2016, respectively.

Future minimum annual commitments under these operating leases are approximately as follows (unaudited):

Years Ending December 31	Amount
2019	$ 182,000
2020	185,500
2021	189,000
2022	193,000
2023	197,000
Thereafter	3,585,000
Total	$ 4,531,500

As required by these operating leases, the Company must hold cash in escrow accounts to cover the cost to remove the solar energy systems. The minimum escrow requirement under these leases is $450,000 and as stated in the lease agreements, are subject to revaluation. As of December 31, 2018 (unaudited) and 2017, the Company held $459,970 and $455,408, respectively, of its total restricted cash on the accompanying consolidated balance sheet in escrow accounts for the minimum escrow requirements.

Note 14 - Members' Equity

Membership interests in the Company consist of one unit class, of which 1,000 membership interests are authorized and outstanding. In accordance with the Company's operating agreement (the "Operating Agreement"), all unit holders are entitled to one vote for each unit held. As of the Acquisition Date, AES DE I held 100 percent of the membership interest.

Prior to the Acquisition Date, net profits, as defined in the Operating Agreement, were first allocated to AES DE I until the net profits for the current and all prior fiscal years allocated to AES DE I equal the distributions made to AES DE I, and all remaining net profits were allocated to HADH.

Helix Fund I, LLC

Consolidated Financial Statements

December 31, 2018

Helix Fund I, LLC

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Helix Fund I, LLC

Consolidated Balance Sheet
December 31, 2018
(unaudited)

Assets

		2018
Current Assets		
Cash	$	624,854
Accounts receivable		46,921
Unbilled receivable		214,836
Prepaid expenses		80,422
Total current assets		967,033
Property and equipment, net		28,361,417
Total assets	$	29,328,450

Liabilities and Members' Equity

Current liabilities		
Accounts payable	$	25,000
Accrued expenses		598,948
Total current liabilities		623,948
Equity		
Members' equity		28,704,502
Total liabilities and members' equity	$	29,328,450

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Consolidated Statement of Operations
Year Ended December 31, 2018
(unaudited)

		2018
Revenue from power purchase agreements	$	1,515,183
Revenue from production incentives		70,866
Revenue from the sale of renewable energy certificates		816,108
Other revenue		42,195
Total revenue		2,444,352
Operating expenses		
Depreciation		1,179,759
Professional fees		211,300
Operations and maintenance fees		193,400
Insurance		92,599
Management fees		32,029
Miscellaneous expenses		4,934
Property and other taxes		850
Total operating expenses		1,714,871
Operating income		729,481
Other expenses		
Interest expense		-
Net income	$	729,481

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Consolidated Statement of Members' Equity
Year Ended December 31, 2018
(unaudited)

		2018
Members' equity		
Balance, December 31, 2017	$	27,774,444
Net income		729,481
Contributions from members		2,423,010
Distributions to members		(1,708,966)
Distributions payable		(513,467)
Balance, December 31, 2018	$	28,704,502

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Consolidated Statement of Cash Flows
Year Ended December 31, 2018
(unaudited)

		2018
Cash flows from operating activities		
Net income	$	729,481
Reconciliation of net income to net cash provided by operating activites:		
Depreciation		1,179,759
Changes in operating assets and liabilities:		
Accounts receivable		(12,635)
Unbilled receivable		329,434
Prepaid expenses		(47,280)
Accounts payable and accrued expenses		86,674
Net cash provided by operating activities		2,265,433
Cash flows used in investing activities:		
Purchases of property and equipment		(2,423,010)
Net cash used in investing activities		(2,423,010)
Cash flows from financing activities:		
Contributions from members		2,423,010
Distributions to members		(1,708,966)
Net cash provided by financing activities		714,044
Net change in cash		556,467
Cash at beginning of period		68,387
Cash at end of period	$	624,854
Supplemental information:		
Cash paid for interest	$	-
Supplemental noncash investing and financing transactions:		
Accrued distributions to members	$	513,467

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Notes to Consolidated Financial Statements
December 31, 2018
(unaudited)

Note 1 - Organization and nature of operations

Helix Fund I, LLC ("Helix Fund") was formed on December 2, 2016 as a Delaware limited liability company. On December 5, 2016, the Class A Member and HA Helix LLC ("Class B Member") entered into a Limited Liability Company Agreement (the "LLC Agreement") to own one hundred percent (100%) of the Class A Interests and one hundred percent (100%) of the Class B Interests, respectively.

On December 5, 2016, the Company, together with Class A Member, Class B Member, SunPower Helix I, LLC ("Seller"), SunPower Capital Services, LLC, and SunPower Corporation, Systems ("Contractor"), entered into a Purchase and Contribution Agreement ("PCA"), to acquire from Seller one hundred percent (100%) of the equity interests of certain limited liability companies (each, a "ProjectCo" and collectively with the Helix Fund, the "Company") that own and operate one or more photovoltaic solar energy generating systems (each, a "System" and collectively, "Systems"). The purchase of the ProjectCos was funded through contributions from the Members.

On March 10, 2017, the PCA was amended and restated for the Members' contributions to Helix Fund to fund the acquisition of Helix Project I, LLC, Northstar Macys Nevada, LLC, Northstar Macys East Coast 2016, LLC and Northstar Macys Illinois, LLC and inclusion of closing deliverables and conditions precedent with their respective ProjectCos.

On December 20, 2017, the LLC Agreement was amended and restated to admit SunPower Capital Services, LLC ("Class C Member"). The Class C Member was admitted to conduct administrative activities for the Company. No contributions were required as part of the agreement.

On April 26, 2018, the PCA was amended and restated for the Members' contributions to Helix Fund to fund the acquisition of Helix Project III, LLC and inclusion of closing deliverables and conditions precedent with Helix Project III, LLC (a "ProjectCo").

As of December 31, 2018, Helix Fund has purchased seven ProjectCos and 19 Systems (see Note 3).

Note 2 - Summary of Significant Accounting Policies

Basis of accounting

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

Principles of consolidation

The consolidated financial statements include the accounts of Helix Fund I, LLC and its wholly owned subsidiaries, Northstar Macys US West 2016, LLC; Northstar Macys Colorado, LLC; Northstar Macys Nevada, LLC; Northstar Macys East Coast 2016, LLC; Northstar Macys Illinois, LLC; Helix Project I, LLC; and Helix Project III, LLC. All intercompany transactions and balances have been eliminated in consolidation.

Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates include, among others,

consolidated financial statements and accompanying notes. Such estimates include, among others, the estimates for future cash flow, fair value, and estimated useful life and salvage value of the systems. Actual results could materially differ from those estimates.

Accounts receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company assesses whether an allowance for doubtful accounts is needed for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers the aging profile of outstanding receivables, and existing industry and other economic data. There is no allowance for doubtful accounts as of December 31, 2018.

Property and equipment

Property and equipment are carried at the acquisition price paid by the Company, less accumulated depreciation. Depreciation is accounted for using the straight-line method over the lesser of the Purchase Power Agreement ("PPA") term or the System's useful life, whichever is shorter. The depreciable lives ranged from 16 to 20 years starting on the respective System's commercial operating date. The salvage value is the expected fair value of the System at the end of the depreciation period. The salvage value shall be estimated at twenty percent (20%) of the purchase price, which is the fair market value at acquisition. Repairs and maintenance costs are expensed as incurred. Gains or losses related to retirements or disposition of property and equipment are recognized in the period incurred.

Impairment of long-lived assets

The Company evaluates its long-lived assets, such as property and equipment with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. The impairment evaluation includes a review of the initial model used for acquisition that includes estimated future undiscounted net cash flows expected to be generated by the assets over the useful lives to ensure the future undiscounted net cash flows is sufficient to recover the carrying value of the assets over the remaining estimated useful lives. An impairment loss in the amount by which the carrying value of the assets exceeds the fair value would be recorded if the cash flows are not greater than the carrying value. For the year ended December 31, 2018, the Company did not record any impairment charges because no impairment trigger events occurred.

Income taxes

The Company has elected to be taxed as a partnership. Accordingly, the taxable income or loss of the Company is reported in the tax returns of the Members and no provision for federal or state income taxes is reflected in the accompanying consolidated financial statements. Tax years since 2016 for federal and state income tax returns are open to examination from the Internal Revenue Service.

Asset retirement obligations and asset removal agreement

The Company's asset retirement obligations (ARO) relate to the Company's contractual obligations to retire the solar facilities under the terms of site lease agreements with the offtaker, or affiliates of the offtakers, of its PPAs. The land and roof leases require that, in addition to retirement of the solar facilities upon lease termination, the leased land or roof be restored to an agreed-upon condition.

On December 5, 2016, the Company entered into a System Removal Agreement with the Contractor, an affiliate of the Class C Member, requiring the Contractor to remove and administer the sale of the Systems at the Contractor's expense (asset removal rights). This System Removal Agreement was entered in conjunction with an O&M agreement with the Contractor.

The Company recorded the present value of the estimated obligations as they were incurred. Upon initial recognition of the Company's ARO, the carrying amount of the solar facilities was also increased. The asset retirement obligations are accreted to their future value at the expected time of retirement and the capitalized amount to solar facilities is depreciated over the estimated useful life.

The Company periodically reviews the estimated ARO related to its contractual obligations to retire the solar facilities from the leased sites upon which the solar facilities were built. No adjustments to the ARO were made during the year ended December 31, 2018.

The asset removal rights from the Contractor is computed in the same manner as the ARO and effectively offsets the impacts of the ARO on the related asset removal cost included in the carrying amount of the solar facilities, the related depreciation expense of that asset removal cost, and the ARO accretion expense. The Company has elected to present the ARO net of the equally offsetting asset removal rights from the Contractor in the balance sheet. The following table reflects the changes in the asset retirement obligation:

Asset retirement obligation, beginning:	$	506,148
Liabilities incurred		48,494
Accretion expense		109,744
Asset retirement obligation, ending:	$	664,386

Revenue recognition

The Company recognizes revenues from the sale of electricity under PPAs with various entities upon the delivery of power at pre-determined rates specified in each contract. The Company determined the PPAs do not meet the definition of a lease or derivative and are accounted for as executory contracts. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed, and collectability is reasonably assured. As such, revenue on executory contracts is recognized when the underlying physical transaction is completed. See Note 5 for further analysis of the PPAs.

The Company recognizes revenue from the sale of Renewable Energy Credits ("RECs") under Renewable Energy Credits ("REC") contracts. The Company has elected an accounting policy to treat REC revenue as a form of output from the Systems. The Company has also elected to treat pre-determined pricing in its contracts as fixed prices. The Company has determined its long-term REC contracts do not meet the criteria to be defined as a lease or classified as a derivative. The Company recognizes revenues generated under the REC contracts when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed, and collectability is reasonably assured. Therefore, revenue is recognized from the sale of RECs upon the transfer of RECs to the buyer.

The Company recognizes revenue from the California Solar Initiative ("CSI") program upon the delivery of electricity. The Company has elected an accounting policy to treat revenue from the CSI program contracts as a government incentive and not as a form of output from the Systems. The

Company recognizes revenues generated under the CSI program contracts when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed, and collectability is reasonably assured. Therefore, the Company recognizes revenue upon the delivery of electricity.

Sales tax
The Company has elected not to report sales taxes in revenues. The sales taxes are reported as accrued expenses.

Leases
Rents payable under operating leases are charged to operations on a straight-line basis over the term of the relevant lease. The excess of straight-line rent expense over scheduled rent payments is recorded as deferred rent. For the year ended December 31, 2018, no deferred rent was recorded.

Fair value of assets and liabilities
The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying amounts of cash, accounts receivable, unbilled receivable, prepaid expenses, and accrued liabilities approximate their respective fair values as of December 31, 2018.

Recent accounting pronouncements
In January 2017, the Financial Accounting Standards Board ("FASB") issued an update to the standards to clarify the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new guidance is effective for the Company no later than the first quarter of fiscal 2019 and requires a prospective approach to adoption. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In February 2016, the FASB issued an update to the standards to require lessees to recognize a lease liability and a right-of-use asset for all leases (lease terms of more than 12 months) at the commencement date. The new guidance is effective for the Company no later than the first quarter of fiscal 2020 and requires a modified retrospective approach to adoption. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In May 2014, the FASB issued a new revenue recognition standard based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. In August 2015, the FASB deferred the effective date of this standard for all entities by one year. The new revenue recognition standard becomes effective for the Company in the first quarter of fiscal 2019, and is to be applied retrospectively using one of two prescribed methods. The Company is evaluating the application method and impact on its consolidated financial statements and disclosures.

Note 3 - Asset acquisition

On April 26, 2018 and October 5, 2018, Helix Fund acquired 100% of the membership interest of the below ProjectCos from the Seller. The transaction included the acquisition of certain project contract rights, including PPAs and site leases. Pursuant to the PCA, Helix Fund paid an aggregate purchase price of $2,423,010 which was capitalized as part of property and equipment, net in the accompanying consolidated balance sheet.

Helix Project III, LLC	$	2,423,010
Total asset acquisition	$	2,423,010

Note 4 - Property and equipment, net

Property and equipment, net consisted of the following as of December 31, 2018:

Property and equipment, cost	$	30,547,851
Accumulated depreciation		(2,186,434)
Property and equipment, net	$	28,361,417

Note 5 - Purchase power agreements

The ProjectCos have entered into PPAs with various third-party off-takers.

The terms of the PPAs range from 16 to 20 years starting on the respective System's commercial operation date. Throughout the term of the PPAs, the off-taker agrees to purchase all of the energy delivered by the Systems at rates specified in the PPA.

The PPAs with two of the off-takers permit the off-taker to purchase the System at fair market value on the specified anniversaries of the Commercial Operation Date as defined in the PPA terms. Upon expiration of the initial term, the PPAs permit the off-taker to extend the PPA at the fair market price for electricity generated by solar PV systems, purchase the System at fair market value, or require the ProjectCo to remove the System.

Note 6 - Related party transactions

Purchase and contribution agreement

On April 26, 2018, the Company amended and restated the PCA for the Members' contributions to Helix Fund to fund the acquisition of Helix Project III, LLC with SunPower Helix I, LLC, an affiliate of the Class C Member. See Note 1.

Management services

On December 5, 2016, Helix Fund entered into a Management Agreement with the Class C Member to provide asset management services to the Company. The Management Agreement was amended on April 26, 2018. The agreement will automatically renew for one-year terms unless written notice is provided. The services provided for each System and ProjectCo shall terminate upon expiration of the respective PPA or the date in which the ProjectCo is ceases to be a subsidiary of Helix Fund. During the year ended 2018, Helix Fund incurred and paid $32,029 of management fees.

Operations and maintenance services

On December 5, 2016, Helix Fund entered into an Operations and Maintenance ("O&M") Agreement with the Contractor, an affiliate of the Class C Member, to provide operation and maintenance services to the ProjectCos. The Company pays an annual fee up to $20,000 per system, which is payable in quarterly installments. The fee shall increase by two and a half percent (2.5%) annually. The term for each System commences on the Substantial Completion Date, as defined in the

The term for each System commences on the Substantial Completion Date, as defined in the applicable Engineering, Procurement and Construction Agreement, and last for ten years. During the year ended 2018, Helix Fund incurred $193,400 of operations and maintenance fees.

Note 7 - Members' equity

Members' contributions

As of December 31, 2018, contributions made by the Members are as follows:

December 05, 2016	$	10,057,747
December 23, 2016		1,069,611
March 10, 2017		14,602,885
March 30, 2017		2,394,598
April 26, 2018		495,602
October 05, 2018		1,927,408
Total capital contributions	$	30,547,851

No further contributions are required from the Members unless all of the Members consent thereto in writing. In no circumstances shall the Class C Member be required or permitted to make any contributions.

Profit and losses allocation

Profit and losses are allocated using the provisions of the LLC Agreement. Accordingly, all items of Company income, gain, loss and deduction (or items thereof) shall be allocated among the Capital Accounts of the Class A and B Members as follows:

(i) Profits and losses generated during the period of time commencing on the Effective Date and ending on December 31, 2024 ("Allocation Period 1") shall be allocated 99% to the Class A Member and 1% to the Class B Member;

(ii) Profits and losses generated during the period of time commencing on the day immediately following the last day of Allocation Period 1 and ending on December 31, 2025 ("Allocation Period 2") shall be allocated 84.5% to the Class A Member and 15.5% to the Class B Member; provided that if the Placed In Service Date for a Project occurs during 2017, then the Members may agree to adjust profit and loss allocation percentages during Allocation Period 2, and

(iii) Profits and losses generated during the period of time commencing on the day immediately following the last day of Allocation Period 2 ("Allocation Period 3") shall be allocated 5% to the Class A Member and 95% with respect to the Class B Member.

Items of Company deduction or loss shall be adjusted upon certain tax events.

Beginning in 2023, the Class A Member shall be allocated sufficient income (but in no event, shall such allocation exceed 99% of the Company income) to reduce any deficit in such Class A Member's capital account.

The Class C Member was admitted to conduct administrative activities for the Company. No contributions were required as part of the agreement. As a result, there was no profit and loss allocation to the Class C Member.

Distributions

Pursuant to the terms of the LLC Agreement, distributions of net cash flow from operations for each prior calendar quarter shall be made to the Members as follows:

(i) Net Cash Flow attributable to the period commencing on the Effective Date and through the end of the PPA term of the ProjectCo shall be distributed to the Members as follows: (A) 98% to the Class B Member and (B) 2% to the Class A Member.

(ii) Net Cash Flow attributable to the period commencing on the day after the PPA term of the ProjectCo shall be distributed to the Members as follows: (A) 55% to the Class B Members and (B) 45% to the Class A Members.

As of December 31, 2018, distributions to the Class A Member and Class B Member totaled $62,897 and $3,090,659, respectively. As of December 31, 2018, $10,095 and $503,372 of distributions were payable to the Class A Member and Class B Member, respectively.

The Class C Member was admitted to conduct administrative activities for the Company. No contributions were required as part of the agreement. As a result, there were no distributions to the Class C Member.

Members' equity allocation

At December 31, 2018, consolidated members' equity of $28,704,502 was allocated $13,274,583 to the Class A Member, $15,429,919 to the Class B Member, and $0 to the Class C Member.

Note 8 - Concentration of credit risk

The Company maintains cash with financial institutions. At times, these balances may exceed the federal insurance limits; however, the Company has not experienced any losses with respect to its bank balances in excess of government provided insurance. Management believes that no significant concentration of credit risk exists with respect to these balances for the year ended December 31, 2018.

Note 9 - Concentration risks

Approximately 51% of the Company's total revenue is derived from PPAs for Macy's Corporate Services, Inc., for the year ended December 31, 2018.

Note 10 - Commitments and contingencies

Site agreements

The ProjectCos have entered into site agreements with the offtaker or affiliate of the offtaker of the property upon which the Systems are located. The site leases commence on the Effective Date of the site agreements and extend for 20 years or until the PPA expires. The base rent due to the landlord is de minimis.

Environmental contingencies

The Company reviews its obligations as they relate to compliance with environmental laws, including site restoration and remediation. During the year ended December 31, 2018, there were no known environmental contingencies that required the Company to recognize a liability.

Legal proceedings

In the normal course of business, the Company may be notified of possible claims or assessments. The Company will record a provision for these claims when it is both probable that a liability has been incurred and the amount of the loss, or a range of the potential loss, can be reasonably estimated. These provisions are reviewed regularly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information or events pertaining to a particular case. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

Note 11 - Subsequent events

Events that occur after the balance sheet date but before the financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the balance sheet date are recognized in the accompanying financial statements. Subsequent events which provide evidence about conditions that existed after the balance sheet date, require disclosure in the accompanying notes. Management evaluated the activity of the Company through March 26, 2019 (the date the financial statements were available to be issued) and concluded that except as noted below, no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

On February 15, 2019, the PCA was amended and restated for the Members' contributions to Helix Fund to fund the acquisition of Helix Project IV, LLC and inclusion of closing deliverables and conditions precedent with Helix Project IV, LLC.

Helix Fund I, LLC

Consolidated Financial Statements and
Independent Auditor's Report

Fiscal Year Ended December 31, 2017 and Period
Ended January 1, 2017

COHN REZNICK

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Helix Fund I, LLC

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Independent Auditor's Report

To the Members and Management of Helix Fund I, LLC

We have audited the accompanying consolidated financial statements of Helix Fund I, LLC, which comprise the consolidated balance sheets as of December 31, 2017 and January 1, 2017, and the related consolidated statements of operations, members' equity and cash flows for the fiscal year ended December 31, 2017 and the period from December 2, 2016 (inception) through January 1, 2017, and the related notes to the financial statements.

Management's Responsibility for the 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.

Auditor's 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 financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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 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 financial positions of Helix Fund I, LLC as of December 31, 2017 and January 1, 2017, and the results of their operations and their cash flows for the fiscal year ended December 31, 2017 and the period from December 2, 2016 (inception) through January 1, 2017 in accordance with accounting principles generally accepted in the United States of America.

CohnReznick LLP

Atlanta, Georgia
March 21, 2018

Helix Fund I, LLC

Consolidated Balance Sheets
December 31, 2017 and January 1, 2017

Assets

	December 31, 2017	January 01, 2017
Current assets		
Cash	$ 68,387	$ -
Accounts receivable	34,286	1,103
Unbilled receivable	544,270	-
Prepaid expenses	33,142	-
Total current assets	680,085	1,103
Property and equipment, net	27,118,166	11,093,832
Total assets	$ 27,798,251	$ 11,094,935

Liabilities and Members' Equity

	December 31, 2017	January 01, 2017
Current liabilities		
Accrued expenses	$ 23,807	$ 14,841
Total current liabilities	23,807	14,841
Equity		
Members' equity	27,774,444	11,080,094
Total liabilities and members' equity	$ 27,798,251	$ 11,094,935

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Consolidated Statements of Operations
Fiscal Year ended December 31, 2017 and Period from December 2, 2016 (inception) through January 1, 2017

	December 31, 2017	January 01, 2017
Revenue from power purchase agreements	$ 1,267,433	$ 1,103
Revenue from production incentives	66,412	-
Revenue from the sale of renewable energy certificates	518,102	-
Total revenue	1,851,947	1,103
Operating expenses		
Depreciation	973,149	33,526
Operations and maintenance fees	126,375	-
Insurance	88,416	11,081
Management fees	25,080	986
Miscellaneous expenses	8,789	2,774
Total operating expenses	1,221,809	48,367
Operating income (loss)	630,138	(47,264)
Other expenses		
Interest expense	2,148	-
Net income (loss)	$ 627,990	$ (47,264)

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Consolidated Statements of Members' Equity
Fiscal Year ended December 31, 2017 and Period from December 2, 2016 (inception) through January 1, 2017

Members' equity		
Balance, December 2, 2016 (inception)	$	-
Net loss		(47,264)
Contributions from members		11,127,358
Balance, January 1, 2017		11,080,094
Net income		627,990
Contributions from members		16,997,483
Distributions to members		(931,123)
Balance, December 31, 2017	$	27,774,444

See Notes to Consolidated Financial Statements.

Helix Fund I, LLC

Consolidated Statements of Cash Flows
Fiscal Year ended December 31, 2017 and Period from December 2, 2016 (inception) through January 1, 2017

	December 31, 2017	January 01, 2017
Cash flows from operating activities:		
Net income (loss)	$ 627,990	$ (47,264)
Reconciliation of net income (loss) to net cash provided by operating activities:		
Depreciation	973,149	33,526
Changes in operating assets and liabilities:		
Accounts receivable	(33,183)	(1,103)
Unbilled receivable	(544,270)	-
Prepaid expenses	(33,142)	-
Accounts payable and accrued expenses	8,966	14,841
Net cash provided by operating activities	999,510	-
Cash flows used in financing activities:		
Distributions to members	(931,123)	-
Proceeds from notes payable	100,000	-
Payment of notes payable	(100,000)	-
Net cash used in financing activities	(931,123)	-
Net change in cash	68,387	-
Cash at beginning of period	-	-
Cash at end of period	$ 68,387	$ -
Supplemental information:		
Cash paid for interest	$ 2,148	$ -
Supplemental noncash investing and financing transactions:		
Property and equipment purchased	$ (16,997,483)	$ (11,127,358)
Member contributions	16,997,483	11,127,358
	$ -	$ -

See Notes to Consolidated Financial Statements.

Note 1 - Organization and nature of operations

Helix Fund I, LLC ("Helix Fund") was formed on December 2, 2016 as a Delaware limited liability company. On December 5, 2016, the Class A Member and HA Helix LLC ("Class B Member") entered into a Limited Liability Company Agreement (the "LLC Agreement") to own one hundred percent (100%) of the Class A Interests and one hundred percent (100%) of the Class B Interests, respectively.

On December 5, 2016, the Company, together with Class A Member, Class B Member, SunPower Helix I, LLC ("Seller"), SunPower Capital Services, LLC, and SunPower Corporation, Systems ("Contractor"), entered into a Purchase and Contribution Agreement ("PCA"), to acquire from Seller one hundred percent (100%) of the equity interests of certain limited liability companies (each, a "ProjectCo" and collectively with the Helix Fund, the "Company") that own and operate one or more photovoltaic solar energy generating systems (each, a "System" and collectively, "Systems"). The purchase of the ProjectCos was funded through contributions from the Members.

On March 10, 2017, the PCA was amended and restated for the Members' contributions to Helix Fund to fund the acquisition of Helix Project I, LLC, Northstar Macys Nevada, LLC, Northstar Macys East Coast 2016, LLC and Northstar Macys Illinois, LLC and inclusion of closing deliverables and conditions precedent with their respective ProjectCos.

On December 20, 2017, the LLC Agreement was amended and restated to admit SunPower Capital Services, LLC ("Class C Member"). The Class C Member was admitted to conduct administrative activities for the Company. No contributions were required as part of the agreement.

As of December 31, 2017, Helix Fund has purchased six ProjectCos and 18 Systems (see Note 3).

Note 2 - Summary of Significant Accounting Policies

Basis of accounting

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

Principles of consolidation

The consolidated financial statements include the accounts of Helix Fund I, LLC and its wholly owned subsidiaries, Northstar Macys US West 2016, LLC; Northstar Macys Colorado, LLC; Northstar Macys Nevada, LLC; Northstar Macys East Coast 2016, LLC; Northstar Macys Illinois, LLC; and Helix Project I, LLC. All intercompany transactions and balances have been eliminated in consolidation.

Fiscal year

The Company reports on a fiscal-year basis and ends its months on the Sunday closest to the end of the applicable calendar month end. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Fiscal year 2016 consisted of 4 weeks, starting on December 2, 2016 and ending on January 1, 2017. Fiscal year 2017 consisted of 52 weeks, starting on January 2, 2017 and ending on December 31, 2017 for fiscal year 2017.

Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the

management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates include, among others,

the estimates for future cash flow, fair value, and estimated useful life and salvage value of the systems. Actual results could materially differ from those estimates.

Accounts receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company assesses whether an allowance for doubtful accounts is needed for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers the aging profile of outstanding receivables, and existing industry and other economic data. There is no allowance for doubtful accounts as of December 31, 2017 and January 1, 2017.

Property and equipment

Property and equipment are carried at the acquisition price paid by the Company, less accumulated depreciation. Depreciation is accounted for using the straight-line method over the lesser of the Purchase Power Agreement ("PPA") term or the System's useful life, whichever is shorter. The depreciable lives ranged from 16 to 20 years starting on the respective System's commercial operating date. The salvage value is the expected fair value of the System at the end of the depreciation period. The salvage value shall be estimated at twenty percent (20%) of the purchase price, which is the fair market value at acquisition. Repairs and maintenance costs are expensed as incurred. Gains or losses related to retirements or disposition of property and equipment are recognized in the period incurred.

Impairment of long-lived assets

The Company evaluates its long-lived assets, such as property and equipment with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. The impairment evaluation includes a review of the initial model used for acquisition that includes estimated future undiscounted net cash flows expected to be generated by the assets over the useful lives to ensure the future undiscounted net cash flows is sufficient to recover the carrying value of the assets over the remaining estimated useful lives. An impairment loss in the amount by which the carrying value of the assets exceeds the fair value would be recorded if the cash flows are not greater than the carrying value. For the fiscal year ended December 31, 2017 and the period ended January 1, 2017, the Company did not record any impairment charges because no impairment trigger events occurred.

Income taxes

The Company has elected to be taxed as a partnership. Accordingly, the taxable income or loss of the Company is reported in the tax returns of the Members and no provision for federal or state income taxes is reflected in the accompanying consolidated financial statements. The 2016 federal and state income tax returns are open to examination from the Internal Revenue Service.

Asset retirement obligations and asset removal agreement

The Company's asset retirement obligations (ARO) relate to the Company's contractual obligations to retire the solar facilities under the terms of site lease agreements with the offtaker, or affiliates of the offtakers, of its PPAs. The land and roof leases require that, in addition to retirement of the solar facilities upon lease termination, the leased land or roof be restored to an agreed-upon condition.

On December 5, 2016, the Company entered into a System Removal Agreement with the Contractor, an affiliate of the Class C Member, requiring the Contractor to remove and administer the sale of the Systems at the Contractor's expense (asset removal rights). This System Removal Agreement was entered in conjunction with an O&M agreement with the Contractor.

The Company recorded the present value of the estimated obligations as they were incurred. Upon initial recognition of the Company's ARO, the carrying amount of the solar facilities was also increased. The asset retirement obligations are accreted to their future value at the expected time of retirement and the capitalized amount to solar facilities is depreciated over the estimated useful life.

The Company periodically reviews the estimated ARO related to its contractual obligations to retire the solar facilities from the leased sites upon which the solar facilities were built. No adjustments to the ARO were made during the fiscal year ended December 31, 2017 and the period ended January 1, 2017.

The asset removal rights from the Contractor is computed in the same manner as the ARO and effectively offsets the impacts of the ARO on the related asset removal cost included in the carrying amount of the solar facilities, the related depreciation expense of that asset removal cost, and the ARO accretion expense. The Company has elected to present the ARO net of the equally offsetting asset removal rights from the Contractor in the balance sheet. The following table reflects the changes in the asset retirement obligation:

	December 31, 2017	January 01, 2017
Asset retirement obligation, beginning:	$ 107,964	$ -
Liabilities incurred	311,070	107,964
Accretion expense	87,114	-
Asset retirement obligation, ending:	$ 506,148	$ 107,964

Revenue recognition

The Company recognizes revenues from the sale of electricity under PPAs with various entities upon the delivery of power at pre-determined rates specified in each contract. The Company determined the PPAs do not meet the definition of a lease or derivative and are accounted for as executory contracts. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed, and collectability is reasonably assured. As such, revenue on executory contracts is recognized when the underlying physical transaction is completed. See Note 5 for further analysis of the PPAs.

The Company recognizes revenue from the sale of Renewable Energy Credits ("RECs") under Renewable Energy Credits ("REC") contracts. The Company has elected an accounting policy to treat REC revenue as a form of output from the Systems. The Company has also elected to treat pre-determined pricing in its contracts as fixed prices. The Company has determined its long-term REC contracts do not meet the criteria to be defined as a lease or classified as a derivative. The Company recognizes revenues generated under the REC contracts when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed, and collectability is reasonably assured. Therefore, revenue is recognized from the sale of RECs upon the transfer of RECs to the buyer.

The Company recognizes revenue from the California Solar Initiative ("CSI") program upon the

delivery of electricity. The Company has elected an accounting policy to treat revenue from the CSI program contracts as a government incentive and not as a form of output from the Systems. The Company recognizes revenues generated under the CSI program contracts when persuasive

evidence of an arrangement exists, delivery has occurred, the price is fixed, and collectability is reasonably assured. Therefore, the Company recognizes revenue upon the delivery of electricity.

Sales tax
The Company has elected not to report sales taxes in revenues. The sales taxes are reported as accrued expenses.

Leases
Rents payable under operating leases are charged to operations on a straight-line basis over the term of the relevant lease. The excess of straight-line rent expense over scheduled rent payments is recorded as deferred rent. For the fiscal year ended December 31, 2017 and the period ended January 1, 2017, no deferred rent was recorded.

Fair value of assets and liabilities
The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying amounts of cash, accounts receivable, unbilled receivable, prepaid expenses, and accrued liabilities approximate their respective fair values as of December 31, 2017 and January 1, 2017.

Recent accounting pronouncements
In January 2017, the Financial Accounting Standards Board ("FASB") issued an update to the standards to clarify the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new guidance is effective for the Company no later than the first quarter of fiscal 2019 and requires a prospective approach to adoption. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In February 2016, the FASB issued an update to the standards to require lessees to recognize a lease liability and a right-of-use asset for all leases (lease terms of more than 12 months) at the commencement date. The new guidance is effective for the Company no later than the first quarter of fiscal 2020 and requires a modified retrospective approach to adoption. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In May 2014, the FASB issued a new revenue recognition standard based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. In August 2015, the FASB deferred the effective date of this standard for all entities by one year. The new revenue recognition standard becomes effective for the Company in the first quarter of fiscal 2019, and is to be applied retrospectively using one of two prescribed methods. The Company is evaluating the application method and impact on its consolidated financial statements and disclosures.

Note 3 - Asset acquisition

On March 10 and 30 of 2017, Helix Fund acquired 100% of the membership interest of the below ProjectCos from the Seller. The transaction included the acquisition of certain project contract rights, including PPAs and site leases. Pursuant to the PCA, Helix Fund paid an aggregate purchase price of

$16,997,483 which was capitalized as part of property and equipment, net in the accompanying consolidated balance sheet.

The transactions are accounted for as asset acquisitions.

Northstar Macys East Coast 2016, LLC	$	5,965,900
Northstar Macys Nevada, LLC		2,985,315
Northstar Macys Illinois, LLC		5,053,020
Helix Project I, LLC		2,993,248
Total asset acquisition	$	16,997,483

On December 5 and 23, 2016, Helix Fund acquired 100% of the membership interest of the below ProjectCos from the Seller. The transaction included the acquisition of certain project contract rights, including PPAs and site leases. Pursuant to the PCA, Helix Fund paid an aggregate purchase price of $11,127,358 which was capitalized as part of property and equipment, net in the accompanying consolidated balance sheet.

The transactions are accounted for as asset acquisitions.

Northstar Macys US West, 2016, LLC	$	10,057,747
Northstar Macys Colorado, LLC		1,069,611
Total asset acquisition	$	11,127,358

The Company made capital calls of its Members to purchase the assets. For the convenience of the parties involved, the Members were instructed to make their respective contributions directly to the seller. These contributions are noncash as Helix Fund never received or disbursed cash as part of the transaction.

Note 4 - Property and equipment, net

Property and equipment, net consisted of the following as of December 31, 2017 and January 1, 2017:

	December 31, 2017		January 01, 2017	
Property and equipment, cost	$	28,124,841	$	11,127,358
Accumulated depreciation		(1,006,675)		(33,526)
Property and equipment, net	$	27,118,166	$	11,093,832

Note 5 - Purchase power agreements

The ProjectCos have entered into PPAs with various third-party off-takers.

The terms of the PPAs range from 16 to 20 years starting on the respective System's commercial operation date. Throughout the term of the PPAs, the off-taker agrees to purchase all of the energy delivered by the Systems at rates specified in the PPA.

The PPAs with one of the off-takers permits the off-taker to purchase the System at fair market value on the fifteenth anniversary of the Commercial Operation Date. Upon expiration of the initial term, the

PPAs permit the off-taker to extend the PPA at the fair market price for electricity generated by solar PV systems, purchase the System at fair market value, or require the ProjectCo to remove the System.

Note 6 - Related party transactions

Management services

On December 5, 2016, Helix Fund entered into a Management Agreement with the Class C Member to provide asset management services to the Company. The Company pays an annual management fee of approximately $25,000, which is payable in quarterly installments. The fee shall increase by two and a half percent (2.5%) annually. The agreement will automatically renew for one-year terms unless written notice is provided. The services provided for each System and ProjectCo shall terminate upon expiration of the respective PPA or the date in which the ProjectCo is ceases to be a subsidiary of Helix Fund. During the fiscal year ended 2017, Helix Fund incurred and paid $25,080 of management fees. During the period ended January 1, 2017, Helix Fund incurred and paid $986 of management fees.

Operations and maintenance services

On December 5, 2016, Helix Fund entered into an Operations and Maintenance ("O&M") Agreement with the Contractor, an affiliate of the Class C Member, to provide operation and maintenance services to the ProjectCos. The Company pays an annual fee up to $20,000 per system, which is payable in quarterly installments. The fee shall increase by two and a half percent (2.5%) annually. The term for each System commences on the Substantial Completion Date, as defined in the applicable Engineering, Procurement and Construction Agreement, and last for ten years. During the fiscal year ended 2017, Helix Fund incurred and paid $126,375 of operations and maintenance fees. Helix Fund did not incur any operations and maintenance fees for the period ended January 1, 2017.

Note payable

On March 10, 2017, Helix Fund entered into a promissory note bearing annual interest at 7% of $100,000 with the Class B Member. The full balance was paid off on June 30, 2017.

Note 7 - Members' equity

Members' contributions

As of December 31, 2017, contributions made by the Members are as follows:

December 05, 2016	$	10,057,747
December 23, 2016		1,069,611
March 10, 2017		14,602,885
March 30, 2017		2,394,598
Total capital contributions	$	28,124,841

No further contributions are required from the Members unless all of the Members consent thereto in writing. In no circumstances shall the Class C Member be required or permitted to make any contributions.

Profit and losses allocation

Profit and losses are allocated using the provisions of the LLC Agreement. Accordingly, all items of Company income, gain, loss and deduction (or items thereof) shall be allocated among the Capital Accounts of the Class A and B Members as follows:

(i) Profits and losses generated during the period of time commencing on the Effective Date and ending on December 31, 2024 ("Allocation Period 1") shall be allocated 99% to the Class A Member and 1% to the Class B Member;

(ii) Profits and losses generated during the period of time commencing on the day immediately following the last day of Allocation Period 1 and ending on December 31, 2025 ("Allocation Period 2") shall be allocated 84.5% to the Class A Member and 15.5% to the Class B Member; provided that if the Placed In Service Date for a Project occurs during 2017, then the Members may agree to adjust profit and loss allocation percentages during Allocation Period 2, and

(iii) Profits and losses generated during the period of time commencing on the day immediately following the last day of Allocation Period 2 ("Allocation Period 3") shall be allocated 5% to the Class A Member and 95% with respect to the Class B Member.

Items of Company deduction or loss shall be adjusted upon certain tax events.

Beginning in 2023, the Class A Member shall be allocated sufficient income (but in no event, shall such allocation exceed 99% of the Company income) to reduce any deficit in such Class A Member's capital account.

The Class C Member was admitted to conduct administrative activities for the Company. No contributions were required as part of the agreement. As a result, there was no profit and loss allocation to the Class C Member.

Distributions

Pursuant to the terms of the LLC Agreement, distributions of net cash flow from operations for each prior calendar quarter shall be made to the Members as follows:

(i) Net Cash Flow attributable to the period commencing on the Effective Date and through the end of the PPA term of the ProjectCo shall be distributed to the Members as follows: (A) 98% to the Class B Member and (B) 2% to the Class A Member.

(ii) Net Cash Flow attributable to the period commencing on the day after the PPA term of the ProjectCo shall be distributed to the Members as follows: (A) 55% to the Class B Members and (B) 45% to the Class A Members.

As of December 31, 2017, distributions to the Class A Member and Class B Member totaled $18,622 and for $912,501, respectively. There were no distributions for the period ended January 1, 2017.

The Class C Member was admitted to conduct administrative activities for the Company. No contributions were required as part of the agreement. As a result, there were no distributions to the Class C Member.

Members' equity allocation

At December 31, 2017, consolidated members' equity of $27,774,444 was allocated $11,748,620 to the Class A Member, $16,025,824 to the Class B Member, and $0 to the Class C Member. At January

1, 2017, consolidated members' equity of $11,080,094 was allocated $4,376,425 to the Class A Member and $6,703,669 to the Class B Member.

Note 8 - Concentration of credit risk

The Company maintains cash with financial institutions. At times, these balances may exceed the federal insurance limits; however, the Company has not experienced any losses with respect to its bank balances in excess of government provided insurance. Management believes that no significant concentration of credit risk exists with respect to these balances for the fiscal year ended December 31, 2017 and the period ended January 1, 2017.

Note 9 - Concentration risks

Approximately 58% and 10% of the Company's total revenue is derived from PPAs for Macy's Corporate Services, Inc. and Arvin Union School District, respectively, for the fiscal year ended December 31, 2017. All revenue was derived from PPAs for Macy's Corporate Services, Inc. for the period ended January 1, 2017.

Note 10 - Commitments and contingencies

Site agreements

The ProjectCos have entered into site agreements with the offtaker or affiliate of the offtaker of the property upon which the Systems are located. The site leases commence on the Effective Date of the site agreements and extend for 20 years or until the PPA expires. The base rent due to the landlord is de minimis.

Environmental contingencies

The Company reviews its obligations as they relate to compliance with environmental laws, including site restoration and remediation. During the fiscal year ended December 31, 2017 and the period ended January 1, 2017, there were no known environmental contingencies that required the Company to recognize a liability.

Legal proceedings

In the normal course of business, the Company may be notified of possible claims or assessments. The Company will record a provision for these claims when it is both probable that a liability has been incurred and the amount of the loss, or a range of the potential loss, can be reasonably estimated. These provisions are reviewed regularly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information or events pertaining to a particular case. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

Note 11 - Subsequent events

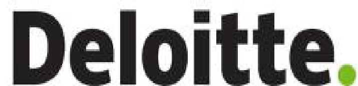
Events that occur after the balance sheet date but before the financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the balance sheet date are recognized in the accompanying financial statements. Subsequent events which provide evidence about conditions that existed after the balance sheet date, require disclosure in the accompanying notes. Management evaluated the activity of the Company through March 21, 2018 (the date the financial statements were available to be

issued) and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

Independent Member of Nexia International

Buckeye Wind Energy Class B Holdings LLC and Subsidiaries

Consolidated Financial Statements as of December 31, 2018, and 2017, and for each of the Three Years in the Period Ended December 31, 2018 and Independent Auditors' Report



Deloitte & Touche LLP
111 S. Wacker Drive
Chicago, IL 60606
USA

Tel: 312-486-1000
Fax: 312-486-1486
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Managing Member of
Buckeye Wind Energy Class B Holdings LLC and Subsidiaries
Chicago, Illinois

We have audited the accompanying consolidated financial statements of Buckeye Wind Energy Class B Holdings LLC and Subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the related consolidated statements of operations, equity, and cash flows, for each of the three years in the period ended December 31, 2018, 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 audit. We conducted our audit 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 Buckeye Wind Energy Class B Holdings LLC and Subsidiaries as of December 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

March 8, 2019

BUCKEYE WIND ENERGY CLASS B HOLDINGS LLC AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	As of December 31,	
ASSETS	**2018**	**2017**
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,943,757	$ 1,113,148
Accounts receivable	1,099,515	1,044,943
Prepaid expenses and deposits	781,846	920,632
Total current assets	3,825,118	3,078,723
LONG-TERM ASSETS:		
Property, plant and equipment — net	271,357,794	281,667,571
Long-term deposits and inventory	1,002,639	1,008,369
Total long-term assets	272,360,433	282,675,940
TOTAL[1]	$ 276,185,551	$ 285,754,663
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 162,837	$ 218,297
Accounts payable — related parties	532,894	601,216
Accrued expenses	286,590	304,873
Total current liabilities	982,321	1,124,386
LONG-TERM LIABILITIES:		
Asset retirement obligations	9,076,913	8,755,204
Long-term deferred lease payable	1,457,800	1,019,145
Total long-term liabilities	10,534,713	9,774,349
Total liabilities[1]	11,517,034	10,898,735
COMMITMENTS AND CONTINGENCIES	-	-
EQUITY:		
Members' equity	129,176,517	102,672,557
Noncontrolling interest	135,492,000	172,183,371
Total equity	264,668,517	274,855,928
TOTAL	$ 276,185,551	$ 285,754,663

[1] Consolidated assets at December 31, 2018 and 2017 includes total assets of $276,191,577 and $285,760,689, respectively, of a certain variable interest entity (VIE) that can only be used to settle the liabilities of that VIE. Consolidated liabilities at December 31, 2018 and 2017 includes total liabilities of $11,381,739 and $10,776,499, respectively, of a certain VIE. See Note 6.

See notes to consolidated financial statements.

BUCKEYE WIND ENERGY CLASS B HOLDINGS LLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Year Ended December 31, 2018	2017	2016
OPERATING REVENUES	$ 13,638,315	$ 11,652,072	$ 13,029,038
OPERATING EXPENSES:			
Plant operating and maintenance expense[1]	7,642,906	5,411,870	5,190,701
Depreciation and accretion expense	10,631,486	12,651,881	12,629,314
General and administrative expense	525,667	566,878	966,771
Taxes (other than income taxes)	811,668	648,758	620,135
Total operating expenses	19,611,727	19,279,387	19,406,921
LOSS FROM OPERATIONS	(5,973,412)	(7,627,315)	(6,377,883)
OTHER — NET	24,520	32,043	2,848
NET LOSS	(5,948,892)	(7,595,272)	(6,375,035)
NONCONTROLLING INTEREST SHARE	(39,582,199)	(13,016,000)	(9,961,000)
NET INCOME ATTRIBUTABLE TO MEMBER	$ 33,633,307	$ 5,420,728	$ 3,585,965

(1) For each of the three years in the period ended December 31, 2018, related party transactions in the amount of $1,926,614, $1,859,526, and $1,929,444, respectively, are included in plant operating and maintenance expense.

See notes to consolidated financial statements.

BUCKEYE WIND ENERGY CLASS B HOLDINGS LLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

	Total	Members' Equity	Noncontrolling Interest
BEGINNING EQUITY — January 1, 2016	$ 305,112,639	$ 110,806,139	$ 194,306,500
Capital distributions	(8,799,206)	(6,957,255)	(1,841,951)
Net income (loss)	(6,375,035)	3,585,965	(9,961,000)
ENDING EQUITY — December 31, 2016	$ 289,938,398	$ 107,434,849	$ 182,503,549
Capital contributions	4,845,758	-	4,845,758
Capital distributions	(12,332,956)	(10,183,020)	(2,149,936)
Net income (loss)	(7,595,272)	5,420,728	(13,016,000)
ENDING EQUITY — December 31, 2017	$ 274,855,928	$ 102,672,557	$ 172,183,371
Capital contributions	4,106,840	-	4,106,840
Capital distributions	(8,345,359)	(7,129,347)	(1,216,012)
Net income (loss)	(5,948,892)	33,633,307	(39,582,199)
ENDING EQUITY — December 31, 2018	$ 264,668,517	$ 129,176,517	$ 135,492,000

See notes to consolidated financial statements.

BUCKEYE WIND ENERGY CLASS B HOLDINGS LLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended December 31,		
	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$ (5,948,892)	$ (7,595,272)	$ (6,375,035)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and accretion expense	10,631,486	12,651,881	12,629,314
Changes in assets and liabilities:			
Accounts receivable	(54,573)	(20,850)	271,879
Prepaid expenses and deposits	138,785	(205,166)	36,693
Long-term deposits and inventory	5,730	37,189	(254,435)
Accounts payable	(55,461)	(37,773)	(122,736)
Accounts payable — related parties	(68,322)	21,699	16,352
Accrued expenses and long-term lease payable	420,375	426,477	104,233
Net cash provided by operating activities	5,069,128	5,278,185	6,306,265
CASH FLOWS FROM INVESTING ACTIVITIES:			
Additions to property, plant and equipment	-	-	(2,896,127)
Net cash used in investing activities	-	-	(2,896,127)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Capital contributions from noncontrolling interest	4,106,840	4,845,758	-
Capital distributions	(7,129,347)	(10,183,020)	(6,957,255)
Capital distributions to noncontrolling interest	(1,216,012)	(2,149,936)	(1,841,951)
Net cash used in financing activities	(4,238,519)	(7,487,198)	(8,799,206)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	830,609	(2,209,013)	(5,389,068)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — Beginning of year	1,113,148	3,322,161	8,711,229
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — End of year	$ 1,943,757	$ 1,113,148	$ 3,322,161

See notes to consolidated financial statements.

1. DESCRIPTION OF BUSINESS

Buckeye Wind Energy Class B Holdings LLC, a Delaware limited liability company, together with its subsidiaries is herein defined as the "Company." The purpose of the Company is to own, operate and maintain the Buckeye Wind Energy Center (the "Project") located in Ellis County, Kansas.

The Project is a 200.5 megawatt ("MW") electricity generating facility with 112 wind turbine generator units. The Project commenced commercial operations in September 2015.

On December 18, 2015, the Company executed the Amended and Restated Limited Liability Company Agreement of Buckeye Wind Energy Class B Holdings LLC ("Operating Agreement"), between Invenergy Wind Global LLC ("Class B Member" and "Managing Member") and HA INV Buckeye LLC ("Class A Member"). The Class B Member is appointed to manage the day-to-day business and affairs of the Company.

The Operating Agreement calls for available cash amounts to be allocated as follows: first, 100% to the Class A Member, until the Class A Member has received the Minimum Distribution Amount, as outlined in Schedule 1.1 of the Operating Agreement; second, 100% to the Class B Member, until the Class B Member has received the amount outlined in Schedule 1.1 of the Operating Agreement; third, 66.225% to the Class A Member and 33.775% to the Class B Member until the Class A Member has achieved the targeted internal rate of return; and thereafter, 18.000% to the Class A Members and 82.000% to Class B Member.

The Company owns 100% of the Class B membership interest in Buckeye Wind Energy Holdings LLC ("Holdings"), which directly owns 100% of the membership interest in Buckeye Wind Energy LLC ("Buckeye"), the direct owner of the Project.

At December 31, 2018, consolidated members' equity of $129.2 million was allocated $77.5 million to the Class A Member and $51.7 million to the Class B Member.

At December 31, 2017, consolidated members' equity of $102.7 million was allocated $72.4 million to the Class A Member and $30.3 million to the Class B Member.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation and Basis of Presentation — The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). All intercompany accounts and transactions are eliminated in consolidation.

Subsequent events were evaluated through March 8, 2019, the date the consolidated financial statements were available to be issued.

Management Estimates — The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Cash and Cash Equivalents — Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less. The carrying amount of cash equivalents approximates fair value

original maturities of three months or less. The carrying amount of cash equivalents approximates fair value

because of the short maturity of these instruments. The Company has not experienced any losses in such accounts.

Inventory — Inventory is stated at the lower of cost or market using the average cost method. Inventory consists primarily of spare parts used to generate electricity. The Company recorded $531,318 and $460,250 of inventory in long-term deposits and inventory on the consolidated balance sheets as of December 31, 2018 and 2017, respectively.

Property, Plant and Equipment — net — Property, plant and equipment is categorized as the following:

- Land improvements – costs associated with making the land ready for use.
- Plant – costs related to the purchase, construction or improvement of the Project.
- Other property and equipment – any costs not associated with either land improvements or plant activities that add lasting value to the Project.

Property, plant and equipment is recorded at cost and is depreciated on a straight-line basis over the estimated useful lives of the assets, which range from 3 to 30 years. Maintenance and repairs are expensed in the period incurred, while plant and equipment improvements which extend the useful lives or improve the quality of the assets are capitalized (see Note 4).

The Company reviews the estimated lives of its fixed assets on an ongoing basis. Recent review of the actual lives and performance of the Project Plant assets suggested that the estimated useful lives were longer than previously estimated. The Company adjusted the useful lives of the Project Plant assets from 25 years to 30 years effective December 31, 2017. The change in estimated useful lives was accounted for as a change in estimate on a prospective basis beginning on December 31, 2017. The impact to the consolidated financial statements was not material.

Impairment of Long-Lived Assets — The Company assesses the recoverability of its long-lived tangible assets when conditions are present, which may indicate a potential impairment. The Company compares the carrying value of the asset to the undiscounted cash flows of the related operations to determine whether any impairment exists. Relevant factors, along with management's plans with respect to operations, are considered in assessing the recoverability of long-lived assets. If the Company determines, based on such measures, that the carrying amount is impaired, the long-lived assets will be written down to their fair value with a corresponding charge to the consolidated statements of operations. No impairment was recorded in 2018, 2017 and 2016.

Asset Retirement Obligation — The Company enters into agreements to lease land on which to construct and operate its wind energy project. Pursuant to certain lease agreements, the Company is required to decommission its wind energy project to provide for the restoration of the leased property at the end of the lease terms.

The Company recognizes an asset retirement obligation ("ARO") when it has a legal obligation to perform decommissioning, reclamation or removal activities upon retirement of an asset.

When recording an ARO, the present value of the projected liability is recognized in the period in which it is incurred, if a reasonable estimate of fair value can be made. The liability is accreted each period over the maximum term of the contractual agreements. The Company records an offsetting asset to the obligation as an increase to the carrying amount of the related long-lived asset and depreciates that cost over the maximum term of the contractual agreements. The residual value of the related long-lived asset is excluded from the calculation (see Note 5).

The Company uses significant assumptions and estimates to determine the amount of the asset retirement obligations. Since these estimates can change based on new information, the Company periodically re-evaluates these assumptions and estimates. During 2017, the Company recorded adjustments related to revised cost estimates (see Note 5).

revised cost estimates (see Note 9).

Variable interest entities – An entity is considered to be a VIE when its total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support, or its equity investors, as a group, lack the characteristics of having a controlling financial interest. A reporting company is required to consolidate a VIE as its primary beneficiary when it has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company evaluates whether an entity is a VIE whenever reconsideration events as defined by the accounting guidance occur (see Note 6).

Noncontrolling Interest — The Company maintains control of Holdings through its management and contractual rights even though ownership interests are held by owners other than the Company or its related parties. As a result, the Company is required to consolidate Holdings and present the other owners' interests as noncontrolling interests on the consolidated financial statements. Noncontrolling interest represents the portion of the Company's net income (loss) and net assets that is allocated to the third party owners. Noncontrolling interest is included as a component of equity on the consolidated balance sheets.

The Operating Agreement of Holdings calls for the allocation of profit and loss on an income tax basis. Additionally, cash and other benefits associated with this agreement are allocated in varying amounts throughout the life of the Holdings. Therefore, the Company and other investors' (collectively the "Owners") interests in Holdings are not fixed, and the Holdings applies the Hypothetical Liquidation at Book Value ("HLBV") method in allocating book profit or loss measured on a pre-tax basis to the Owners.

The HLBV method measures the amount of cash that each owner would receive at each reporting date, including tax benefits realized by the Owners, upon a hypothetical liquidation of Holdings at the net book value of its underlying assets. The change in the amount of cash that each owner would receive at the reporting date compared to the amount it would have received on the previous reporting date represents the amount of profit or loss allocated to each owner for the reporting period.

Revenue Recognition — The Company primarily earns operating revenues from electricity delivered under power purchase agreements ("PPAs") (see Note 7), electricity sold to wholesale electric power market ("Merchant Sales"), and renewable energy credit ("REC") sales.

PPAs – Under the PPAs, the customer purchases all or a fixed amount of electricity generated from the Project and its related renewable attributes. The PPAs qualify for treatment as operating leases. The Company has determined that the sale of electricity and the related renewable energy attributes represent one unit of accounting as the title for each item transfers as electricity is delivered. Therefore, revenue related to the PPAs is recognized as electricity is delivered.

Merchant Sales – The Company sells electricity, as well as ancillary services, directly to the Southwest Power Pool ("SPP") electric power market, through day ahead offerings or real time deliveries. The wholesale electric power market is managed by an independent system operator that purchases electricity at market prices. Merchant sales are recognized as electricity is delivered.

REC Sales – One REC is evidence that one megawatt-hour ("MWh") of electricity was generated from a renewable energy resource. A REC, and its associated attributes and benefits, can be sold on a stand-alone basis to a third-party purchaser. Revenue from RECs sold on a stand-alone basis is recognized at the time title to the REC is transferred to the buyer (i.e., the "transfer date"). The Company recorded $67,920, $187,895, and $116,500 from the sale of stand-alone RECs in operating revenues on the consolidated statements of operations for the years ended December 31, 2018, 2017, and 2016, respectively.

Concentration of Credit Risk — The Company has three main customers, the Lincoln Electric System ("LES"), SPP electric power market, and the Kansas Municipal Electric Authority ("KMEA"). All significant revenues are for energy delivered under the Company's PPAs and power sold to the wholesale electric power market.

The Company has experienced no credit losses to date on its sales, and does not anticipate material credit losses to occur in the future with respect to related accounts receivable; therefore, no allowance for doubtful accounts has been provided.

Land Contracts and Easements — The Company has entered into land lease agreements and easement agreements, all of which are accounted for as operating leases. Lease expense is recognized on a straight-line basis if the agreement includes known escalating payments over the existing lease term. Some of the lease agreements include contingent rent payments based on a predetermined percentage of operating revenues of the Project. Contingent rent payments are recognized in the period in which they occur (see Note 8).

Income Taxes — As a limited liability company that elected to be taxed as a partnership, the company is not subject to income taxation under United States federal law or the state laws of Kansas where it operates. For tax years beginning on or after January 1, 2018, the Company is subject to partnership audit rules enacted as part of the Bipartisan Budget Act of 2015 (the "Centralized Partnership Audit Regime"). Federal tax payment made by the Company, under the Bipartisan Budget Act of 2015, would not be reflected as an income tax expense but would instead be recorded through equity.Therefore, the Company has made no accrual for United States federal or state income taxes as of December 31, 2018, 2017, and 2016.

3. RECENT ACCOUNTING PRONOUNCEMENTS

The following table provides a brief description of recent accounting pronouncements that could have a material effect on the Company's consolidated financial statements:

Standard	**Description**	**Date of Adoption**	**Effect on the consolidated financial statements or other significant matters**
Standards that are not yet adopted as of December 31, 2018			
ASU 2014-09 *Revenue from Contracts with Customers (Topic 606) and related ASUs*	The Company adopted an accounting standards update that provides guidance on the recognition of revenue from contracts with customers and requires additional disclosures regarding such contracts (new revenue standard). The Company adopted the new revenue standard using the modified retrospective approach.	January 1, 2019	The Company's operating revenues are derived primarily from the sale of energy and renewable energy attributes. The Company has determined that revenue recognition under the new revenue standard is substantially consistent with prior practice and as a result, does not expect to record a material cumulative effect of adopting the new revenue standard on January 1, 2019.
ASU 2016-02 *Leases (Topic 842)*	The standard requires lease assets and lease liabilities, including operating leases, to be recognized on the consolidated balance sheet for all leases with terms longer than twelve months. The guidance also requires disclosure of key information about leasing arrangements. Early adoption is permitted	January 1, 2020	The Company is currently reviewing its portfolio of contracts and evaluating the proper application of the standards update to these contracts in order to determine the impact the adoption will have on its consolidated financial statements and related disclosures.

4. PROPERTY, PLANT AND EQUIPMENT — NET

Property, plant and equipment — net, consisted of the following:

	As of December 31,	
	2018	2017
Land improvements	$ 8,809,634	$ 8,809,634
Plant	292,176,956	292,176,956
Other property and equipment	9,339,328	9,339,328
Subtotal	310,325,918	310,325,918
Less accumulated depreciation	(38,968,124)	(28,658,347)
Property, plant, and equipment — net	$ 271,357,794	$ 281,667,571

The Company recorded $10,309,777, $12,439,324 and $12,424,622 of depreciation expense for the years ended December 31, 2018, 2017, and 2016, respectively, on the consolidated statements of operations.

5. ASSET RETIREMENT OBLIGATION

The following table provides a reconciliation of the ending aggregate carrying amount of the ARO:

	For the Years Ended December 31,		
	2018	2017	2016
Balance — January 1	$ 8,755,204	$ 5,531,490	$ 5,326,798
Revisions in ARO estimate in current year	-	3,011,157	-
Accretion expense	321,709	212,557	204,692
Balance — December 31	$ 9,076,913	$ 8,755,204	$ 5,531,490

6. VARIABLE INTEREST ENTITIES

The Company is an equity investor in the Project in which it shares ownership rights with third-parties. Under the arrangement, the Company maintains the decision rights around operations and maintenance of the Project and has the obligation to absorb a significant portion of expected losses through its equity interest. Accordingly, the Company is determined to be the primary beneficiary under the arrangement and consolidates the entity within the consolidated financial statements.

Total assets and total liabilities of the VIE as of December 31, 2018 and 2017, were as follows:

	2018	2017
Assets		
Current assets	$ 3,831,144	$ 3,084,749
Property, plant and equipment — net	271,357,794	281,667,571
Other long-term assets	1,002,639	1,008,369
Total assets	$ 276,191,577	$ 285,760,689
Liabilities		
Current liabilities	$ 847,026	$ 1,002,150
Asset retirement obligations	9,076,913	8,755,204
Other long-term liabilities	1,457,800	1,019,145
Total liabilities	$ 11,381,739	$ 10,776,499

7. POWER AGREEMENTS

On December 17, 2014, the Company entered into a 25-year PPA with LES, whereby it will sell 100.2 MWs of its electrical output from the initial delivery date through December 2039.

On November 22, 2017, the Company entered into a 15-year PPA with Kansas Municipal Energy Agency, whereby it will sell 41.0 MWs of it electrical output beginning in June 2018 through 2033.

8. COMMITMENTS AND CONTINGENCIES

The Company leases land used by the Project under various operating lease agreements that extend through 2040. The Company recorded $1,970,442, of which $1,362,323, represented minimum rent payments, $449,905, represented straight-line rent payments and $158,214 represented contingent payments for the year ended December 31, 2018. For 2017, total lease expense incurred was $1,844,073, of which $1,362,323 represented minimum rent, $332,768 represented straight-line rent, and $148,982 represented contingent rent payments. For 2016, total lease expense incurred was $1,695,091, of which $1,362,323 represented minimum rent, and $332,768 represented straight-line rent.

The following is a schedule by years of future minimum lease payments required under operating leases that have an initial or remaining non-cancellable lease terms in excess of one year as of December 31, 2018:

Years Ending December 31	
2019	$ 1,362,323
2020	1,362,323
2021	1,362,323
2022	1,362,323
2023	1,362,323
Thereafter	33,953,008
Total	$ 40,764,623

Pursuant to terms under the PPA, the Company is required to make payments to LES if the Expected Annual Output of electrical output is not delivered each annual period. No such amounts were paid by the Company in 2018 and management does not believe that such payments are likely to be required in the future.

Pursuant to terms under the PPA, the Company is required to make payments to KMEA if the Company doesn't meet or exceed the guaranteed mechanical availability percentage. No such amounts were paid by the Company in 2018 and management does not believe that such payments are likely to be required in the future.

9. RELATED PARTY TRANSACTIONS

On May 14, 2015, the Company entered into a Facility Management Agreement ("Agreement") with Invenergy Services LLC ("Services"). The Agreement calls for a fixed monthly payment of $16,580, escalating annually for the Consumer Price Index ("CPI"), which covers all direct and indirect administrative expenses and reimbursement for Services' operating costs, home office labor and out-of-pocket expenses. Per the Agreement, the Company shall pay Services a monthly management fee of $15,640, escalated annually for CPI, and an energy services fee for an amount no greater than $10,000 until the termination of the Agreement. The Agreement requires an annual remote monitoring and reset fee of $1,459 per wind turbine generator ("WTG") escalating annually for CPI until the termination of the Agreement. Under the Agreement, Services shall also be reimbursed for direct operating expenses. The company recorded $1,926,614, $1,859,526, and $1,929,444 of such related party transactions for the years ended December 31, 2018, 2017, and 2016, respectively.

Some third party invoices are paid by Services or other related affiliates on behalf of the Company. Such invoices are billed to the Company and reimbursed at cost.

10. SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES

Noncash activities for the Company for the years ended December 31, 2018, 2017, and 2016 that have been excluded from the consolidated statement of cash flows include the following:

	2018	2017	2016
Noncash investing activities:			
Additions to property, plant and equipment	$ -	$ -	$ (204,400)
Revisions in ARO estimate in current year	-	(3,011,157)	-

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