News Releases

NextEra Energy Partners, LP announces the launch of a cash tender offer by its subsidiary for certain outstanding securities of Genesis Solar 2011 Pass-Through Trust

09/16/2019

JUNO BEACH, Fla., Sept. 16, 2019 /PRNewswire/ -- NextEra Energy Partners, LP (NYSE: NEP) announced today the commencement of a cash tender offer (the "Offer") by Genesis Purchaser, LLC (the "Offeror"), an indirect subsidiary of NextEra Energy Partners, for any and all of Genesis Solar 2011 Pass-Through Trust's ("Genesis Trust") outstanding 3.875% Series A Trust Certificates due 2038 (the "Series A Certificates") and 5.125% Series B Trust Certificates due 2038 (the "Series B Certificates" and, collectively, the "Certificates"). Genesis Trust is a pass-through trust that was formed in 2011 to provide funding to Genesis Solar, LLC ("Genesis Solar") in connection with the initial development and construction of Genesis Solar's 250-megawatt solar thermal generation facility in Riverside County, California, which reached full commercial operations in 2014.

The Offeror owns approximately 48% of the outstanding Series B Certificates, which were purchased on Sept. 13, 2019, at the same price as the Total Consideration to be paid in this Offer. The Offeror will not tender these Series B Certificates into the Offer.

The table below sets forth, among other things, the CUSIP number, Current Outstanding Principal Balance (as defined below) and cash consideration offered with respect to the Certificates.

Title of Certificates	CUSIP No	Current Outstanding Principal Balance(1)	Total Consideration to be paid per $1,000 Current Outstanding Principal Balance (2)

5.125% Series B Trust Certificates due 2038	37186L AB7	$80,408,000	$1,000 (4)

(1) The current outstanding principal balance is equal to (a) the original aggregate face amount of the Certificates at issuance of the Certificates on Aug. 26, 2011 (the "**Original Aggregate Face Amount**") less (b) the aggregate amount of all payments made in respect of the Series A Certificates or Series B Certificates, as applicable, other than payments in respect of interest thereon (the "**Current Outstanding Principal Balance**").The Current Outstanding Principal Balance shown in the table above is as of Aug. 15, 2019, which is the most recent distribution date.

(2) Includes the Early Tender Payment of $30 per $1,000 Current Outstanding Principal Balance, which is equal to a payment of approximately $17.18 per each $1,000 Original Aggregate Face Amount, derived by multiplying the Early Tender Payment by a fraction, the numerator of which is the Current Outstanding Principal Balance and the denominator of which is the Original Aggregate Face Amount.

(3) The Original Aggregate Face Amount of the Series A Certificates is $561,600,000, but in accordance with the terms of the Series A Certificates, holders have received payments on the Series A Certificates, which have reduced the outstanding balance of the Series A Certificates to $321,632,000, which is approximately 57.3% of the Original Aggregate Face Amount. The Total Consideration of $1,100 per each $1,000 Current Outstanding Principal Balance is equal to a payment of approximately $629.98 per each $1,000 Original Aggregate Face Amount, derived by multiplying the Total Consideration by a fraction, the numerator of which is the Current Outstanding Principal Balance and the denominator of which is the Original Aggregate Face Amount.

(4) The Original Aggregate Face Amount of the Series B Certificates is $140,400,000, but in accordance with the terms of the Series B Certificates, holders have received payments on the Series B Certificates, which have reduced the outstanding balance of the Series B Certificates to $80,408,000, which is approximately 57.3% of the Original Aggregate Face Amount. The Total Consideration of $1,000 per each $1,000 Current Outstanding Principal Balance is equal to a payment of approximately $572.71 per each $1,000 Original Aggregate Face Amount, derived by multiplying the Total Consideration by a fraction, the numerator of which is the Current Outstanding Principal Balance and the denominator of which is the Original Aggregate Face Amount.

The terms and conditions of the Offer are described in the offer to purchase dated Sept. 16, 2019 (as it may be amended or supplemented from time to time, the "Offer to Purchase"), and the related letter of transmittal (as

The Offer will expire one minute after 11:59 p.m., New York City time on Oct. 11, 2019, unless extended or earlier terminated by the Offeror (such date and time, as the same may be extended or earlier terminated, the "Expiration Time"). The "Early Tender Time" for the Offer will be 5:00 p.m., New York City time, on Sept. 27, 2019, unless extended or earlier terminated by the Offeror (such date and time, as the same may be extended or earlier terminated, the "Early Tender Time"). Registered holders (the "Holders") must validly tender and not withdraw their Certificates at or prior to the Early Tender Time in order to be eligible to receive the applicable Total Consideration for such Holder's Certificates, which amount includes the Early Tender Payment of $30 per $1,000 Current Outstanding Principal Balance. Holders whose Certificates are purchased pursuant to the Offer will also receive a cash payment representing accrued and unpaid interest from, and including, the last scheduled distribution date to, but excluding, the Settlement Date. Holders validly tendering their Certificates after the Early Tender Time but at or prior to the Expiration Time will be eligible to receive only the applicable Tender Offer Consideration, plus accrued and unpaid interest but will not be eligible to receive the Early Tender Payment. Certificates validly tendered may be withdrawn at any time at or prior to 5:00 p.m., New York City time, on Sept. 27, 2019, unless extended by the Offeror, but not thereafter.

The Settlement Date for the Offer is expected to be three business days following the Expiration Time. Assuming the Offer is not extended and all conditions of the Offer have been satisfied, or where applicable, waived by the Offeror, the Offeror expects the Settlement Date to be Oct. 17, 2019. The applicable Total Consideration or the applicable Tender Offer Consideration, as the case may be, plus accrued and unpaid interest will be payable in cash on Settlement Date to those Holders whose Certificates are accepted for purchase pursuant to the Offer.

Capitalized terms used in this press release and not defined herein have the meanings given to them in the Offer to Purchase.

Goldman Sachs & Co. LLC is acting as dealer manager for the Offer. For additional information regarding the terms of the Offer, please contact: Goldman Sachs & Co. LLC at (800) 828-3182 (toll-free) or (212) 902-6941 (collect). Requests for the Offer Documents may be directed to D.F. King & Co., Inc., which is acting as the Tender Agent for the Offer, at (800) 859-8511 (toll-free) or email genesis@dfking.com.

If you do not tender your Certificates or if you tender Certificates that are not accepted for purchase, they will remain outstanding. If the Offeror consummates the Offer, the trading market for your outstanding Certificates may be significantly more limited. For a discussion of this and other risks, see "Certain Considerations—Limited Trading Market" in the Offer to Purchase.

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER OR SOLICITATION TO PURCHASE CERTIFICATES. THE OFFER TO PURCHASE IS BEING MADE SOLELY PURSUANT TO THE OFFER DOCUMENTS, WHICH SET FORTH THE COMPLETE TERMS OF THE OFFER THAT HOLDERS OF THE CERTIFICATES SHOULD CAREFULLY READ PRIOR TO MAKING ANY DECISION. IN PARTICULAR, SEE "CERTAIN CONSIDERATIONS" IN THE OFFER TO PURCHASE FOR A DISCUSSION OF CERTAIN FACTORS YOU SHOULD CONSIDER IN CONNECTION WITH THE OFFER.

THE OFFER DOCUMENTS DO NOT CONSTITUTE AN OFFER OR SOLICITATION TO PURCHASE CERTIFICATES IN ANY JURISDICTION IN WHICH, OR TO OR FROM ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION UNDER APPLICABLE SECURITIES

MANAGER IS A LICENSED BROKER OR DEALER UNDER THE LAWS OF SUCH JURISDICTION, OR BY ONE OR MORE REGISTERED BROKERS OR DEALERS THAT ARE LICENSED UNDER THE LAWS OF SUCH JURISDICTION.

NextEra Energy Partners, LP

NextEra Energy Partners, LP (NYSE: NEP) is a growth-oriented limited partnership. NextEra Energy Partners acquires, manages and owns contracted clean energy projects with stable, long-term cash flows. Headquartered in Juno Beach, Florida, NextEra Energy Partners owns interests in wind and solar projects in the U.S., as well as natural gas infrastructure assets in Texas. The renewable energy projects are contracted, use industry-leading technology and are located in regions that are favorable for generating energy from the wind and sun. The seven natural gas pipelines in the portfolio are all strategically located, serving power producers and municipalities in South Texas, processing plants and producers in the Eagle Ford Shale, and commercial and industrial customers in the Houston area. The NET Mexico Pipeline, the largest pipeline in the portfolio, provides a critical source of natural gas transportation for low-cost, U.S.-sourced shale gas to Mexico. For more information about NextEra Energy Partners, please visit: www.NextEraEnergyPartners.com.

Cautionary Statements and Risk Factors That May Affect Future Results

This news release contains "forward-looking statements" within the meaning of the federal securities laws. Forward-looking statements are not statements of historical facts, but instead represent the current expectations of NextEra Energy Partners, LP (together with its subsidiaries, NEP) regarding future operating results and other future events, many of which, by their nature, are inherently uncertain and outside of NEP's control. Forward-looking statements in this news release include, among others, statements concerning NEP's future operating performance and financing needs. In some cases, you can identify the forward-looking statements by words or phrases such as "will," "may result," "expect," "anticipate," "believe," "intend," "plan," "seek," "aim," "potential," "projection," "forecast," "predict," "goals," "target," "outlook," "should," "would" or similar words or expressions. You should not place undue reliance on these forward-looking statements, which are not a guarantee of future performance. The future results of NEP and its business and financial condition are subject to risks and uncertainties that could cause NEP's actual results to differ materially from those expressed or implied in the forward-looking statements. These risks and uncertainties could require NEP to limit or eliminate certain operations. These risks and uncertainties include, but are not limited to, the following: NEP's portfolio includes renewable energy projects that have a limited operating history. Such projects may not perform as expected; NEP's ability to make cash distributions to its unitholders is affected by wind and solar conditions at its renewable energy projects; NEP's business, financial condition, results of operations and prospects can be materially adversely affected by weather conditions, including, but not limited to, the impact of severe weather; Operation and maintenance of renewable energy projects involve significant risks that could result in unplanned power outages, reduced output, personal injury or loss of life; Natural gas gathering and transmission activities involve numerous risks that may result in accidents or otherwise affect the Texas pipelines' operations; NEP depends on certain of the renewable energy projects and pipelines in its portfolio for a substantial portion of its anticipated cash flows; NEP is pursuing the expansion of natural gas pipelines in its portfolio that will require up-front capital expenditures and expose NEP to project development risks; NEP's ability to maximize the productivity of the Texas pipeline business and to complete potential pipeline expansion projects is dependent on the continued availability of natural gas production in the Texas pipelines' areas of operation; Terrorist acts, cyber-attacks or other similar events could impact NEP's projects, pipelines or surrounding areas and adversely affect its business; The ability of NEP to obtain insurance and the

premiums; Warranties provided by the suppliers of equipment for NEP's projects may be limited by the ability of a supplier to satisfy its warranty obligations, or by the terms of the warranty, so the warranties may be insufficient to compensate NEP for its losses; Supplier concentration at certain of NEP's projects may expose it to significant credit or performance risks; NEP relies on interconnection, transmission and other pipeline facilities of third parties to deliver energy from its renewable energy projects and to transport natural gas to and from the Texas pipelines. If these facilities become unavailable, NEP's projects and pipelines may not be able to operate or deliver energy or may become partially or fully unavailable to transport natural gas; NEP's business is subject to liabilities and operating restrictions arising from environmental, health and safety laws and regulations, compliance with which may require significant capital expenditures, increase NEP's cost of operations and affect or limit its business plans; NEP's renewable energy projects may be adversely affected by legislative changes or a failure to comply with applicable energy regulations; A change in the jurisdictional characterization of some of the Texas pipeline entities' assets, or a change in law or regulatory policy, could result in increased regulation of these assets, which could have a material adverse effect on NEP's business, financial condition, results of operations and ability to make cash distributions to its unitholders; NEP may incur significant costs and liabilities as a result of pipeline integrity management program testing and any necessary pipeline repair or preventative or remedial measures; The Texas pipelines' operations could incur significant costs if the Pipeline and Hazardous Materials Safety Administration or the Railroad Commission of Texas adopts more stringent regulations; Petroleos Mexicanos (Pemex) may claim certain immunities under the Foreign Sovereign Immunities Act and Mexican law, and the Texas pipeline entities' ability to sue or recover from Pemex for breach of contract may be limited and may be exacerbated if there is a deterioration in the economic relationship between the U.S. and Mexico; NEP does not own all of the land on which the projects in its portfolio are located and its use and enjoyment of the property may be adversely affected to the extent that there are any lienholders or land rights holders that have rights that are superior to NEP's rights or the U.S. Bureau of Land Management suspends its federal rights-of-way grants; NEP is subject to risks associated with litigation or administrative proceedings that could materially impact its operations, including, but not limited to, proceedings related to projects it acquires in the future; NEP's cross-border operations require NEP to comply with anti-corruption laws and regulations of the U.S. government and non-U.S. jurisdictions; NEP is subject to risks associated with its ownership or acquisition of projects or pipelines that remain under construction, which could result in its inability to complete construction projects on time or at all, and make projects too expensive to complete or cause the return on an investment to be less than expected; NEP relies on a limited number of customers and is exposed to the risk that they may be unwilling or unable to fulfill their contractual obligations to NEP or that they otherwise terminate their agreements with NEP; PG&E, which contributes a significant portion of NEP's revenues, has filed a voluntary petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code. Any rejection by PG&E of a material portion of NEP's PPAs with it or any material reduction in the prices NEP charges PG&E under those PPAs that occurs in connection with PG&E's Chapter 11 proceedings, or any events of default under the financing agreements of NEP's solar facilities that provide power and renewable energy credits to PG&E under these PPAs as a result of PG&E's reorganization activities, could have a material adverse effect on NEP's results of operations, financial condition or business; NEP may not be able to extend, renew or replace expiring or terminated power purchase agreements (PPA) and natural gas transportation agreements at favorable rates or on a long-term basis; If the energy production by or availability of NEP's renewable energy projects is less than expected, they may not be able to satisfy minimum production or availability obligations under their PPAs; NEP's growth strategy depends on locating and acquiring interests in additional projects consistent with its business strategy at favorable prices; NextEra Energy Operating Partners' (NEP OpCo) partnership agreement requires that it distribute its available cash, which could limit NEP's ability to grow and make acquisitions; Lower prices for other fuel sources may reduce the demand for wind and solar energy; Reductions in demand for natural gas in

negatively impact NEP's growth strategy; NEP's growth strategy depends on the acquisition of projects developed by NextEra Energy, Inc. (NEE) and third parties, which face risks related to project siting, financing, construction, permitting, the environment, governmental approvals and the negotiation of project development agreements; Acquisitions of existing clean energy projects involve numerous risks; Renewable energy procurement is subject to U.S. state regulations, with relatively irregular, infrequent and often competitive procurement windows; NEP may continue to acquire other sources of clean energy and may expand to include other types of assets. Any further acquisition of non-renewable energy projects may present unforeseen challenges and result in a competitive disadvantage relative to NEP's more-established competitors; NEP faces substantial competition primarily from regulated utilities, developers, independent power producers, pension funds and private equity funds for opportunities in North America; The natural gas pipeline industry is highly competitive, and increased competitive pressure could adversely affect NEP's business; NEP may not be able to access sources of capital on commercially reasonable terms, which would have a material adverse effect on its ability to consummate future acquisitions; Restrictions in NEP and its subsidiaries' financing agreements could adversely affect NEP's business, financial condition, results of operations and ability to make cash distributions to its unitholders; NEP's cash distributions to its unitholders may be reduced as a result of restrictions on NEP's subsidiaries' cash distributions to NEP under the terms of their indebtedness; NEP's subsidiaries' substantial amount of indebtedness may adversely affect NEP's ability to operate its business, and its failure to comply with the terms of its subsidiaries' indebtedness could have a material adverse effect on NEP's financial condition; NEP is exposed to risks inherent in its use of interest rate swaps; NEE exercises significant influence over NEP; Under the cash sweep and credit support agreement, NEP receives credit support from NEE and its affiliates. NEP's subsidiaries may default under contracts or become subject to cash sweeps if credit support is terminated, if NEE or its affiliates fail to honor their obligations under credit support arrangements, or if NEE or another credit support provider ceases to satisfy creditworthiness requirements, and NEP will be required in certain circumstances to reimburse NEE for draws that are made on credit support; NextEra Energy Resources, LLC (NEER) or one of its affiliates is permitted to borrow funds received by NEP's subsidiaries and is obligated to return these funds only as needed to cover project costs and distributions or as demanded by NEP OpCo. NEP's financial condition and ability to make distributions to its unitholders, as well as its ability to grow distributions in the future, is highly dependent on NEER's performance of its obligations to return all or a portion of these funds; NEP may not be able to consummate future acquisitions; NEER's right of first refusal may adversely affect NEP's ability to consummate future sales or to obtain favorable sale terms; NextEra Energy Partners GP, Inc. (NEP GP) and its affiliates may have conflicts of interest with NEP and have limited duties to NEP and its unitholders; NEP GP and its affiliates and the directors and officers of NEP are not restricted in their ability to compete with NEP, whose business is subject to certain restrictions; NEP may only terminate the Management Services Agreement among, NEP, NextEra Energy Management Partners, LP (NEE Management), NEP OpCo and NextEra Energy Operating Partners GP, LLC (NEP OpCo GP) under certain specified conditions; If the agreements with NEE Management or NEER are terminated, NEP may be unable to contract with a substitute service provider on similar terms; NEP's arrangements with NEE limit NEE's potential liability, and NEP has agreed to indemnify NEE against claims that it may face in connection with such arrangements, which may lead NEE to assume greater risks when making decisions relating to NEP than it otherwise would if acting solely for its own account; NEP's ability to make distributions to its unitholders depends on the ability of NEP OpCo to make cash distributions to its limited partners; If NEP incurs material tax liabilities, NEP's distributions to its unitholders may be reduced, without any corresponding reduction in the amount of the IDR fee; Holders of NEP's units may be subject to voting restrictions; NEP's partnership agreement replaces the fiduciary duties that NEP GP and NEP's directors and officers might have to holders of its common units with contractual standards governing their duties; NEP's partnership agreement restricts the remedies available to holders of

the control of NEP GP may be transferred to a third party without unitholder consent; The IDR fee may be assigned to a third party without unitholder consent; NEP may issue additional units without unitholder approval, which would dilute unitholder interests; Reimbursements and fees owed to NEP GP and its affiliates for services provided to NEP or on NEP's behalf will reduce cash distributions from NEP OpCo and from NEP to NEP's unitholders, and there are no limits on the amount that NEP OpCo may be required to pay; Discretion in establishing cash reserves by NEP OpCo GP may reduce the amount of cash distributions to unitholders; NEP OpCo can borrow money to pay distributions, which would reduce the amount of credit available to operate NEP's business; Increases in interest rates could adversely impact the price of NEP's common units, NEP's ability to issue equity or incur debt for acquisitions or other purposes and NEP's ability to make cash distributions to its unitholders; The price of NEP's common units may fluctuate significantly and unitholders could lose all or part of their investment; The liability of holders of NEP's units, which represent limited partnership interests in NEP, may not be limited if a court finds that unitholder action constitutes control of NEP's business; Unitholders may have liability to repay distributions that were wrongfully distributed to them; Provisions in NEP's partnership agreement may discourage or delay an acquisition of NEP that NEP unitholders may consider favorable, which could decrease the value of NEP's common units, and could make it more difficult for NEP unitholders to change the board of directors; The board of directors, a majority of which may be affiliated with NEE, decides whether to retain separate counsel, accountants or others to perform services for NEP; The New York Stock Exchange does not require a publicly traded limited partnership like NEP to comply with certain of its corporate governance requirements; The issuance of preferred units or other securities convertible into common units may affect the market price for NEP's common units, will dilute common unitholders' ownership in NEP and may decrease the amount of cash available for distribution for each common unit; The preferred units have rights, preferences and privileges that are not held by, and will be preferential to the rights of, holders of the common units; NEP's future tax liability may be greater than expected if NEP does not generate net operating losses (NOLs) sufficient to offset taxable income or if tax authorities challenge certain of NEP's tax positions; NEP's ability to use NOLs to offset future income may be limited; NEP will not have complete control over NEP's tax decisions; A valuation allowance may be required for NEP's deferred tax assets; Distributions to unitholders may be taxable as dividends; NEP discusses these and other risks and uncertainties in its annual report on Form 10-K for the year ended December 31, 2018, and other SEC filings, and this news release should be read in conjunction with such SEC filings made through the date of this news release. The forward-looking statements made in this news release are made only as of the date of this news release and NEP undertakes no obligation to update any forward-looking statements.

C

View original content to download multimedia:http://www.prnewswire.com/news-releases/nextera-energy-partners-lp-announces-the-launch-of-a-cash-tender-offer-by-its-subsidiary-for-certain-outstanding-securities-of-genesis-solar-2011-pass-through-trust-300918580.html

SOURCE NextEra Energy Partners, LP