

COMMONWEALTH OF KENTUCKY
BEFORE THE KENTUCKY STATE BOARD ON ELECTRIC GENERATION
AND TRANSMISSION SITING

In the Matter of:

ELECTRONIC APPLICATION OF HENDERSON)	
COUNTY SOLAR LLC FOR A CERTIFICATE OF)	
CONSTRUCTION FOR AN APPROXIMATELY 50)	CASE NO.
MEGAWATT MERCHANT ELECTRIC SOLAR)	2020-00391
GENERATING FACILITY IN HENDERSON)	
COUNTY, KENTUCKY PURSUANT TO KRS)	
278.700 AND 807 KAR 5:110)	

ORDER

On January 30, 2026, the Kentucky State Board on Electric Generation and Transmission Siting (the Siting Board) issued a Show Cause Order requiring Henderson County Solar, LLC (Henderson County Solar) to file a response as to why its construction certificate should not be revoked. On February 19, 2026, Henderson County Solar filed a response.¹ On March 6, 2026, the Siting Board issued an Order setting a date for an evidentiary hearing.² On March 26, 2026, the Siting Board held a hearing and subsequently issued a post-hearing procedural schedule³ and post-hearing requests for information.⁴ Henderson County Solar responded to the post-hearing requests for information.⁵

¹ Henderson County Solar’s Response to Show Cause Order (Response) (filed Feb. 19, 2026).

² Order (Ky. Siting Board Mar. 6, 2026).

³ Order (Ky. Siting Board Mar. 30, 2026).

⁴ Siting Board Staff’s Post-Hearing Request for Information (Staff’s Post-Hearing Request) (filed Mar. 30, 2026).

⁵ Henderson County Solar’s Responses to Staff’s Post-Hearing Requests (filed Apr. 6, 2026).

There were no intervenors in the show cause proceeding. However, multiple public comments have been filed in this matter since January 2026, many questioning the transfer of ownership.⁶ The matter now stands submitted for a decision.

BACKGROUND

On December 22, 2021, the Siting Board issued a final Order approving a conditional certificate for construction of an approximately 50-megawatt ground mounted solar photovoltaic electric generating facility (Project) comprising approximately 541 acres of land in Henderson County, Kentucky, located immediately southwest of the city of Henderson, Kentucky. At the time of the application, Henderson County Solar was jointly owned by Community Energy Solar, LLC (CES) and Community Energy, Inc. (CEI).⁷ On December 22, 2021, the Siting Board issued a final Order for a conditional construction certificate along with mitigation measures attached as an Appendix. At issue here is Mitigation Measure 26 which read as follows:

If any person shall acquire or transfer ownership of, or control, or the right to control the Project, by sale of assets, transfer of stock, or otherwise, or abandon the same, Henderson County Solar or its successors or assigns **shall request explicit approval from the Siting Board with notice of the request provided to the Henderson County Fiscal Court.** In any application requesting such abandonment, sale or change of control, Henderson County Solar shall certify its compliance with KRS 278.710(1)(i).⁸ (Emphasis added.)

⁶ [View Public Comments for: 2020-00391.](#)

⁷ Application (filed June 25, 2021) at unnumbered page 1.

⁸ Final Order (Ky. Siting Board Dec. 22, 2021), Appendix A at 6.

LEGAL STANDARD

KRS 278.710(3) states that a company who has received a construction certificate for a merchant electric generating facility shall not transfer rights or obligations of the certificate without a Siting Board determination that the acquirer has a good environmental compliance history, and the acquirer has the financial, technical, and managerial capacity to meet the obligations imposed by the terms of the approval. KRS 278.710(3)(a) requires that the acquirer have a good environmental compliance history. KRS 278.710(3)(b) states that the Siting Board make a determination that “[t]he acquirer has the financial, technical, and managerial capacity to meet the obligations imposed by the terms of the approval or has the ability to contract to meet these obligations.” This language is the same as the language in KRS 278.020(6) that gives the Commission jurisdiction to approve the transfer of a utility.

FIRST TRANSFER

On April 20, 2023, more than a year after the Siting Board granted the conditional construction certificate, Henderson County Solar filed a Notice (First Notice) regarding the transfer of CES to AES Clean Energy Development, LLC (AES) in the post case files of the original case. According to the First Notice,

[o]n December 20, 2021, an affiliate of AES Clean Energy Development, LLC acquired all of the issued and outstanding equity interests of Community Energy Solar, LLC (‘Community Solar’), the parent company of McCracken County Solar (*sic*). As a result, McCracken County Solar (*sic*) is now an indirect wholly-owned subsidiary of AES Clean Energy Development, LLC. AES Clean Energy Development, LLC is owned 75% by The AES Corporation (NYSE: AES).⁹

⁹ Notice regarding Dec. 22, 2021 final Order (filed Apr. 20, 2023) at 1. The appearance of typographical error is contained in the Notice.

According to the notice, Henderson County Solar did not believe that the explicit approval identified in Mitigation Measure 26 was triggered under the current circumstances, because the transfer was not for that of the certificate; nor was it a transfer of the equity interests of Henderson County Solar to an entity other than its parent company at the time the construction certificate was issued.¹⁰ In addition, the First Notice stated that Community Energy Solar remained the owner of all of Henderson County Solar's issued and outstanding equity interest so no approval was necessary.¹¹

SECOND TRANSFER

On September 24, 2025, Henderson Solar filed a "Notice of Transfer," which requested approval for transfer of the Construction Certificate granted by the Siting Board in its final Order dated December 22, 2021, from AES Clean Energy Development, LLC to Stellar US Asset Co LLC (Second Notice).¹² However, the transfer began on April 11, 2024, with all conditions being met for closure by August 22, 2025.¹³ Therefore the "Notice of Transfer" was filed, again, in the post-case files of the original case over a month after the transfer had been completed.

In the Second Notice, Henderson County Solar provided the necessary information to evaluate the transfer pursuant to KRS 278.710. According to the Second Notice, Stellar Renewable Power LLC (Stellar Renewable Power) is a solar and storage development and operating company based in Dallas, Texas.¹⁴ Stellar Renewable Power currently

¹⁰ First Notice at 2.

¹¹ First Notice at 2.

¹² Second Notice at 1-2.

¹³ Second Notice at 2; Henderson County Solar's Response (filed Feb. 19, 2026) at 3.

¹⁴ Second Notice at 3.

operates or is developing 61 individual projects located in eight power markets throughout the United States, totally approximately 15.8 GW of power generation.¹⁵ Stellar Renewable Power is a wholly owned subsidiary of Global Atlantic Financial Group (GAFG), which is a wholly owned subsidiary of KKR.¹⁶ KKR is a public company listed and traded on the NYSE.¹⁷ The Second Notice stated that KKR has an A credit rating from both Fitch and S&P Global.¹⁸ The Second Notice contained a sworn statement that the companies that would hold an interest in the Henderson County Solar Project have a good environmental compliance history.¹⁹ Additionally, the combined experience of Stellar Renewable Power would ensure the Henderson County Solar project would continue to be managed by a company with sufficient managerial and technical capabilities.²⁰

RESPONSE TO THE SHOW CAUSE OPENING ORDER

In response to the Show Cause Order issued, Henderson County Solar acknowledged its lack of compliance with Mitigation Measure 26 in the First Notice and Second Notice.²¹ However, it still sought to have the Siting Board approve the transfer to Stellar Renewable Power retroactively.²² In support, Henderson County Solar stated that

¹⁵ Second Notice at 3.

¹⁶ Second Notice at 3.

¹⁷ Second Notice at 3.

¹⁸ Second Notice at 3.

¹⁹ Second Notice at 4; Exhibit D.

²⁰ Second Notice at 4.

²¹ Response at 1.

²² Response at 1.

Stellar Renewable Power did not know about the First Notice's noncompliance with the Siting Board's Order.²³ The response also acknowledged that Stellar Renewable Power did not identify the requirement to request approval for the transfer set forth in the mitigation measures nor the lack of compliance in its due diligence but instead relied on the Membership Interest Purchase Agreement (MIPA) related to the transaction.²⁴ According to the response, Stellar Renewable Power initially executed the MIPA to purchase Henderson County Solar from AES on April 11, 2024, which was reflected in the Second Notice.²⁵ The MIPA's conditional closing date was April 22, 2024, and conditions for full closure of the transaction were not met until August 22, 2025.²⁶ For the MIPA, the parties did not rely on local counsel.²⁷

Henderson County Solar also argued that it had substantially complied with Mitigation Measure 26. In support, it stated that

with the benefit of local counsel's knowledge of prior Board precedent, it is clear that approval is required prior to the transfer; but it is not clear if mitigation measure 26 is analyzed as a stand-alone order. Given Henderson Solar's intent to comply with all applicable Board orders and relevant laws, and its efforts to promptly address the compliance errors, Henderson Solar substantially complied with the Order's transfer requirements.

Additionally, Stellar Renewable Power, as current owner of Henderson County Solar, averred that it did not willfully or intentionally violate the Siting Board's Order,

²³ Response at 2.

²⁴ Response at 2.

²⁵ Response at 3.

²⁶ Response at 3.

²⁷ Response at 3.

statute or regulation.²⁸ Additionally, the response provided updates and plans related to other mitigation measures.²⁹

DISCUSSION AND FINDINGS

Having considered the record and being otherwise sufficiently advised, the Siting Board finds that Henderson County Solar and Stellar Renewable Power violated Mitigation Measure 26. However, the Siting Board does not find that the construction certificate should be revoked for the reasons set forth below. The Siting Board believes that additional mitigation measures are necessary to ensure that going forward no further violations of the Siting Board's Orders occur.

The sequence of events in this matter is unique, and the Siting Board has not had to show cause another applicant previously. Henderson County Solar and now Stellar Renewable Power has placed the Siting Board in a tenuous position. The Siting Board is forced to weigh the public comments, the disregard for the Siting Board's prior Order, economic development and interest in the county to reach its conclusion. The Siting Board had endeavored to be clear about its expectations in order to avoid this very situation. However, as with many things, time and hindsight result in improvement and the Siting Board's Orders have evolved to include mitigation measures that contain clear timelines and expectations. Although Mitigation Measure 26 was not as clear as it could possibly be, Mitigation Measure 26 was intended to allow the Siting Board to evaluate the very transactions that have occurred in this case. However, KRS 278.710 is clear. The

²⁸ Response at 4-5.

²⁹ Response at 5-8.

Siting Board is statutorily obligated to ensure that generating facilities are developed and maintained by companies with the financial and technological capacity to operate safely and within the law. In addition, the Siting Board is tasked with ensuring that the owners and applicants have a clean environmental history indicative of future environmental good stewardship.

The Siting Board agrees with Henderson County Solar and Stellar Renewable Power that both transfers in this case required Siting Board approval.³⁰ Given the second transfer giving rise to the Second Notice, the first transfer is in large part moot as to the assessment under KRS 278.710(3)(b) in relation to AES. In contrast, the second transfer from AES to Stellar Renewable Power, while also occurring in the past, is relevant to the current/proposed construction certificate holder, thus is ripe for an assessment pursuant to KRS 278.710.

KRS 278.710(3)(b) requires the acquiring entity to possess the financial, technical, and managerial capacity to meet the obligations imposed by the terms of the approval or the ability to contract to meet these obligations. Mitigation Measure 26 read as follows:

If any person shall acquire or transfer ownership of, or control, or the right to control the Project, by sale of assets, transfer of stock, or otherwise, or abandon the same, Henderson County Solar or its successors or assigns **shall request explicit approval from the Siting Board with notice of the request provided to the Henderson County Fiscal Court.** In any application requesting such abandonment, sale or change of control, Henderson County Solar shall certify its compliance with KRS 278.710(1)(i).¹⁴ (Emphasis added).

In response to the January 30, 2026 Order issued in this matter, Henderson County Solar and Stellar Renewable Power do not appear to dispute that Mitigation Measure 26

³⁰ Response at 2 and 4.

mandated Siting Board approval of each transfer; however, they argue substantial compliance because the mitigation measure, without general knowledge of the Siting Board's processes, "is not entirely clear."³¹ While the Siting Board acknowledges this argument, it does not find it compelling, as a post-transfer review, if the entity were found deficient in terms of KRS 278.710(3)(b). Consequently, the Siting Board further finds—given it is undisputed that both transfers required Siting Board approval—that the failure of either party to obtain Siting Board approval in a transaction that occurred prior to the issuance of the final Order is egregious.

Nonetheless, KRS 278.710(3)(b) requires the transferee to possess the financial, technical, and managerial capacity to meet the obligations imposed by the terms of the approval or has the ability to contract to meet these obligations. According to the Second Notice, AES transferred ownership of Henderson County Solar to Stellar Renewable Power on April 11, 2024.³² Stellar Renewable Power asserted that it is a solar and storage development and operating company based in Dallas, Texas, that is currently operating or developing 61 projects throughout the United States. Stellar Renewable Power stated that it is a wholly owned subsidiary of Global Atlantic Financial Group (GAFG), which is a wholly owned subsidiary of KKR. KKR is a public company listed and traded on the NYSE with an A credit rating from both Fitch and S&P Global. Stellar Renewable Power asserts it has a leadership team has more than 100 years of management experience in renewable energy development and operation. Team members have experience with some of the largest renewable companies in the United

³¹ Response at 4.

³² Response at 2.

States, including SunEdison, AES, NextEra Energy, and SB Energy.³³ At the hearing in this matter, Stellar Renewable Power stated the team had decades of experience.³⁴ Stellar Renewable Power has at least two projects in Kentucky already generating energy.³⁵

Additionally, Mitigation Measure 26 explicitly requires Henderson County Solar to provide notice to the Henderson County Fiscal Court and certify its compliance with KRS 278.710(1)(i), which relates to environmental compliance history. Henderson County Solar provided a copy of the letter sent to the Henderson County Fiscal Court as well as the affidavit stating Stellar Renewable Power has a good environmental compliance history.³⁶ Based upon the evidence of record, the Siting Board finds that Stellar Renewable Power has provided sufficient evidence it has the financial, technical, and managerial capacity to construct and operate the project pursuant to KRS 278.710(3)(b) and there is every reason to believe based on the evidence in the case record that the Siting Board would have approved the transaction had the request been made prior to the transfer.

The Siting Board notes that the Purchase Power Agreement (PPA) with Henderson County Municipal Power & Light is a significant factor in not revoking the conditional construction certificate. At the hearing, a witness from Henderson County Municipal Power & Light stated that the agreement was for the utility to purchase 100 percent of

³³ Second Notice 3-4.

³⁴ Hearing Video Testimony (HVT) of Stephen Land, Mar. 26, 2026, at 09:29:00–09:32:00.

³⁵ HVT of Stephen Land, Mar. 26, 2026, at 09:28:00–09:29:00; citing to Glover Creek, Turkey Creek, and Russellville Solar

³⁶ Second Notice, Exhibit B and Exhibit C.

both the energy and capacity from Henderson County Solar's generation facility.³⁷ In addition, the representative from the utility stated that this project would provide 20 percent of the energy needs of Henderson County and save customers \$60 million dollars over the life of the project³⁸ as well as meeting the Midcontinent Independent Systems Operator (MISO) obligations.³⁹ Henderson County Solar's project is an investment that benefits residents within Henderson County, Kentucky.

As noted above, The Siting Board finds that Henderson County Solar and Stellar Renewable Powers' failure to comply fully with Mitigation Measure 26 occurred when the second transfer took place, and continued over an approximately year long period, without the approval of the Siting Board. As discussed above, this project is vital to Henderson County Municipal Power & Light's service obligations. Given the prior episodes of noncompliance and the importance of this project, the Siting Board finds that additional mitigation measures related to public outreach and reporting are critical to the success of this project and compliance with all of the Siting Board requirements. As such, the Siting Board has included updated mitigation measures as an Appendix to this Order. These measures are in addition to any mitigation measures set forth in the final Order. The Siting Board will not tolerate further violations, and if there is a question as to a mitigation measure, the Siting Board expects Henderson County Solar to ask the Siting Board for guidance instead of forgiveness.

³⁷ HVT of Brad Bickett, Mar. 26, 2026 at 09:21:00–09:22:00.

³⁸ HVT of Brad Bickett, March 26, 2026 at 9:15:58–9:16:04.

³⁹ HVT of Brad Bickett, Mar. 26, 2026 at 09:18:00–09:21:00.

IT IS THEREFORE ORDERED that:

1. The Siting Board finds that Henderson County Solar and Stellar Renewable Power have violated the Siting Board's December 22, 2021 final Order, specifically Mitigation Measure 26.

2. In lieu of revocation of the construction certificate, the Siting Board implements the Mitigation Measures set forth in the Appendix to this Order, in addition to those found in the December 22, 2021 Order.

3. If a conflict in the Mitigation Measures arises between the Orders, these measures are controlling.

4. The Siting Board cannot retroactively approve the transfer; however, had the Siting Board received an application to transfer Henderson County Solar to Stellar Renewable Power it would have approved such transfer.

Entered on this 30th day of April, 2026.

KENTUCKY STATE BOARD ON ELECTRIC
GENERATION AND TRANSMISSION SITING



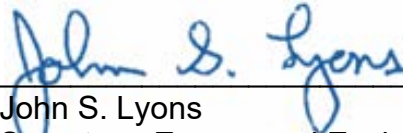
Angie Hatton
Chair, Public Service Commission



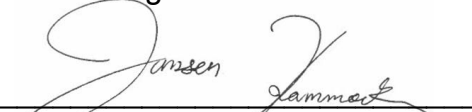
Mary Pat Regan
Commissioner, Public Service Commission



Andrew W. Wood
Commissioner, Public Service Commission



John S. Lyons
Secretary, Energy and Environment Cabinet,
or his designee



Jansen Hammock
Secretary, Cabinet for Economic Development,
or his designee

David Dixon, ad hoc member

Herbert McKee, ad hoc member

ATTEST:



Linda C. Bridwell, PE
Executive Director
Public Service Commission
on behalf of the Kentucky State Board on
Electric Generation and Transmission Siting

APPENDIX

APPENDIX TO AN ORDER OF THE KENTUCKY STATE BOARD ON ELECTRIC GENERATION AND TRANSMISSION SITING IN CASE NO. 2020-00391 DATED APR 30 2026

ADDITIONAL MITIGATION MEASURES

1. A final site layout plan shall be submitted for approval to the Siting Board upon completion of the final site design and no less than 30 days prior to construction.

2. Henderson County Solar shall submit a status report to the Siting Board every three months from the date of this Order until the project begins generating electricity to update the Siting Board on the progress of the Project. The report shall reference this case number and be filed in post-case correspondence in this case. The report shall include a summary of complaints and construction progress as well as any issues with financing or compliance with any other mitigation measures.

3. At least 14 days prior to initiating construction, Henderson County Solar shall provide a finalized Emergency Response Plan to the local fire district, first responders, and any county emergency management agency. Henderson County Solar shall provide site-specific training for local emergency responders at their request. Access for fire and emergency units shall be set up after consultation with local authorities.

4. Henderson County Solar shall initiate and maintain the Complaint Resolution Program provided to the Siting Board in the case record to address any complaints from community members.

5. Henderson County Solar shall also submit annually a status report associated with its Complaint Resolution Program, providing, among other things, the

individual complaints, how Henderson County Solar addressed those complaints, and the ultimate resolution of those complaints identifying whether the resolution was to the complainant's satisfaction. Henderson County Solar shall provide information regarding the Compliant Resolution Program to the parties that have filed public comments since the request for the transfer of approval was filed.

6. Henderson County Solar shall provide the Henderson County Judge Executive and chair of the Henderson County Planning and Zoning contact information for individuals within the company that can be contacted with concerns. This shall include contact information for the general public to reach individuals that can address their concerns. Henderson County Solar shall update this contact information yearly, or within 30 days of any change in contact information.

7. Prior to construction Henderson County Solar shall conduct a local public information meeting for residents. Representatives from Henderson County Solar Project should be present to help ensure that local residents concerns and questions can be addressed. Henderson County Solar shall give timely notice of the local public information meeting and meet the same requirement of KRS 278.706(2)(f)(2).

8. Henderson County Solar shall submit proof to the Siting Board of the notice to the public at least three days prior to the local public information meeting.

Service List for 2020-00391

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