

---

# Upstream Wind Energy Center

## Antelope County, Nebraska



Application for a Conditional Use Permit for a Commercial Wind Energy Conversion System in Antelope County, Nebraska

---

# Invenergy

December 18, 2015

## 1.0 EXECUTIVE SUMMARY

On behalf of Upstream Wind Energy LLC (“Upstream” or “Applicant”), Invenergy Wind Development LLC (“Invenergy”) is pleased to present this application for a conditional use permit to the Antelope County, Nebraska (“Antelope County”) Board of Supervisors and Planning Commission, in accordance with the Antelope County, Nebraska Zoning Regulations dated July 2012 (the “Zoning Regulations”), for the purposes of approving a Wind Energy Conversion System (“WECS”), as defined in Article 15 of the Antelope County Zoning Regulations. Such WECS are comprised of wind generation towers and other comparable uses and structures, including the Upstream Collector Substation and associated transmission line to transmit energy generated to Nebraska Public Power District (“NPPD”)’s Antelope County Substation (the “Use”) and related interconnection facilities. As proposed, all underground electric lines will be at 34.5kV voltage and associated with delivery of energy generated from the Wind Turbines (as described below) to the Upstream Collector Substation, and all aboveground lines would be at 115kV or 345kV voltage for delivery to NPPD’s Antelope County Substation.

Upstream hereby submits the completed Application for Conditional Use Permit form, attached as Exhibit A (the “Application”), seeking a conditional use permit for the Use (a “Wind CUP”) in connection with a proposed WECS (the “Upstream Project” or “Project,” as more completely described below). Upstream is providing the following information, exhibits and materials, which are hereby incorporated into and made part of the Application.

### PROJECT SUMMARY

The Upstream Project is planned to be up to 350 MW of capacity and located within a project boundary of approximately seventy thousand acres, mostly in north central Antelope County and possibly a small area in western Pierce County, Nebraska. The Project will include up to 168 Wind Turbines (as described below) sited within the boundaries shown on the Project Area and Preliminary Layout attached as Exhibit D (the “Project Area”). This Application is limited to WECS to be located within Antelope County.

The Project will include (i) consistent with § 1504.02(15), wind turbines, including towers, hubs, nacelles, rotor blades, foundations and other associated equipment and structures (together, “Wind Turbines”); (ii) overhead and underground electrical distribution, collection, transmission and communications lines, electric transformers, an electric substation, energy storage facilities, telecommunications equipment, and other necessary interconnection facilities; (iii) roads and crane pads; (iv) meteorological towers and wind measurement equipment; and (v) operations and maintenance buildings, control buildings, maintenance yards, and related facilities and equipment. It is anticipated that the Upstream Project will require a separate conditional use permit for the construction of an operations and maintenance building, if the building is located outside the Project Area as shown in Exhibit D.

Attached as Exhibit B is (1) a list of landowners (collectively "Current Landowners") within the Project Area that have entered into agreements ("Land Leases") whereby the landowner grants and conveys to Upstream or its affiliate an easement and lease to convert, maintain and capture the flow of wind and wind resources over, across and through the surface estate of the real property which is the subject of the Land Lease (the "Lease Parcel"); and (2) a list of the Lease Parcels with respect to each Current Landowner (collectively, the "Current Parcels"). Upstream may enter into additional Land Leases with landowners within the Project Area as Project development continues.

The following sections of this Application will demonstrate why the Upstream Project is ready to be Antelope County's next renewable Wind Energy Conversion System and newest source of economic development in the community. All capitalized terms not defined herein shall have the definitions given in §1504.02 of the Zoning Regulations, as applicable.

**Name of Company and Contact Information:**

Upstream Wind Energy LLC  
One South Wacker Drive  
Suite 1800  
Chicago, IL 60606

Emily Kobylarczk  
Business Development Associate  
Invenergy LLC  
2580 West Main Street  
Littleton, CO 80127  
(303) 800-9342  
ekobylarczyk@invenergyll.com

## 2.0 CONDITIONAL USE PERMIT CONDITIONS

Upstream hereby proposes inclusion of the following terms and conditions in the Wind CUP sought through this Application.

### Proposed Terms and Conditions to Conditional Use Permit In Connection with the Upstream Project

1. Prior to erection of any individual Wind Turbine, Upstream shall provide the Antelope County Zoning Administrator (the "Zoning Administrator") a Determination of No Hazard issued by the Federal Aviation Administration for each individual Wind Turbine at its final turbine location.
2. Prior to commencement of construction of any individual Wind Turbine, Upstream shall provide exact global positioning system locations to the Zoning Administrator.
3. Upstream shall be allowed to cross or run parallel to any County Roads within the Project Area utilizing the Road Right-of-Way wherever necessary for the Project's ancillary facilities, including aerial construction or burial of components of the electrical collection and fiber-optic system (including overhang or line-sway of aerial lines located on adjacent private property), provided such crossing or use of Road Right-of-Way shall be in compliance with Antelope County's Criteria for Permit to Use Road Right-of-Way dated May 11, 1998.
4. The Conditional Use Permit shall permit the Use only on the Current Parcels. Upon the filing of a memorandum with the Antelope County register of deeds documenting a Land Lease with respect to land which is within the Project Area but not a Current Parcel (a "Future Parcel"), the Conditional Use Permit shall be automatically amended to apply to the Future Parcel, provided that all landowners adjacent to any Future Parcel must have been provided notice in accordance with Sections 1004 and 1006 of the Zoning Regulations prior to the public hearings held in connection with this Conditional Use Permit. Such Future Parcel shall thereafter be treated as a Current Parcel under the Conditional Use Permit.
5. Section 1504.05 (as amended on October 6, 2015) shall constitute the setback requirements applicable to the Project. Any applicable property line setback does not apply when adjoining properties are within the same Aggregate Project if the adjoining property is a Current Parcel (including if the adjoining parcel is a Future Parcel subject to the treatment as a Current Parcel due to the filing of a memorandum of lease with the register of deeds, as described in the previous paragraph). Section 15, Figure 2 in the Zoning Regulations applies to planned/future rights-of-way, and setbacks will be measured from the edge of the planned/future right-of-way to ensure rotor blades do not overhang the planned/future right-of-way.
6. A detailed final site layout shall be provided to the Zoning Administrator within a reasonable period after completion of final siting and design; however, all Wind Turbines will be located within 900-feet of the locations proposed in Exhibit D.
7. Prior to commencement of construction, a noise analysis shall be provided, to the Zoning Administrator certifying that the Project can meet the Zoning Regulations' noise requirements.
8. Any environmental permits required by law to be in place prior to commencement of construction shall be properly obtained before construction begins.

9. This Conditional Use Permit shall run with the land. The ownership of the land and the identity of the developer and operator of the Use shall not affect the right to conduct the Use in accordance with this Conditional Use Permit. In the event the Project is constructed in phases, Upstream may submit notice to Antelope County detailing the project company which will own that phase and the size of each Project phase.