

4.0 Conditional Use Permit Conditions

4.0 PROPOSED TERMS AND CONDITIONS FOR USE PERMIT

Thunderhead hereby proposes inclusion of the following terms and conditions in the Wind Conditional Use Permit:

1. Final turbine locations will be provided to the Zoning Administrator as part of the Zoning Permit process; however, all Wind Turbines will be located within 900-feet of the locations proposed in Exhibit C and will comply with all relevant setbacks
2. A final site plan will be required to be submitted to the Zoning Administrator before the issuance of any Zoning Permits in order to demonstrate compliance with the clustering requirement in Section 8.08.04 #5 of the Zoning Regulations if applicable.
3. Prior to erection of any individual Wind Turbine, Thunderhead shall provide the Antelope County Zoning Administrator (the "Zoning Administrator") with a Determination of No Hazard issued by the Federal Aviation Administration for each individual Wind Turbine at its final turbine location.
4. Thunderhead 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 and appropriate County Permits are acquired.
5. Except where necessary, equipment used for Project construction will be located outside of the County Road Right-of-Way so as not to present a public safety hazard. Where it is necessary for equipment to be located within the County Road Right-of-Way, it will only be for such minimal period of time as necessary, and the Project will remove such equipment and materials from the Road Right-of-Way as soon as work within the Road Right-of-Way is complete.
6. The Conditional Use Permit shall permit the Use on the parcels as identified on Exhibit B (Participating Landowner List). Upon the filing of a memorandum with the Antelope County register of deeds documenting a lease on new land which is within the Project Area but not currently under lease, the Conditional Use Permit shall be automatically amended to apply to such property as long as turbines do not move more than 900 feet. All County zoning setbacks and conditions of this permit will apply and must be met in order to place turbines on the Property.
7. Section 8.08.05 of the Antelope County Zoning Regulations as amended in March of 2018 shall constitute the setback requirements applicable to the Project. Any applicable property line setback does not apply when adjoining properties are within the Project Area and also under lease or other agreement with the subject landowner, including additional land

recorded with the register of deeds added within the project area, as described in the proposed condition number six.

8. Any environmental permits required by law to be in place prior to commencement of construction shall be obtained before construction begins, and copies will be provided to the Zoning Administrator.
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, Thunderhead may submit notice to Antelope County detailing the project company which will own that phase and the size of each Project phase.
10. All turbines will be installed with a Winter Ice Operation Mode (WIOM) control algorithm for the Turbine Control Software and will thusly meet the requirement for reduced setbacks in section 8.08.05.

5.0 Operations and Maintenance

5.0 OPERATIONS AND MAINTENANCE

Invenergy Services LLC, an affiliate of Invenergy, operates all of Invenergy LLC's operating projects, and also currently plans to operate the Thunderhead Project. Invenergy and its affiliates are currently managing over 10,000 MW of wind projects within North America, 98% of which employ General Electric wind turbine technology. Invenergy will use its extensive experience with the operations and maintenance to maximize availability and optimize performance of the Project.

As proposed, the Project will be staffed with the following positions:

- Wind Turbine Technicians
- Operations Manager
- Administrative Assistant
- Wind Turbine SCADA Operators (as needed for 7x24 regional monitoring)

Subcontractors may be hired to perform specific tasks on an as-needed basis, including substation maintenance, collector system maintenance, road maintenance, landscaping, facility studies, trash removal, and upkeep and maintenance of the operations and maintenance building.

Wind Turbine Routine Maintenance Schedule

The routine maintenance program is expected to consist of a 1-month, 6-month and 12-month service plan. The 1-month routine maintenance service will be performed once, 30 days after commercial operation has been achieved. Subsequent maintenance services will be performed at 6-month intervals. Various routine maintenance activities will be performed on the components identified below. The activities performed, and the level of service provided will vary depending on the type of service being performed (i.e., 1-month, 6-month or 12-month service). Additional service and repairs will be performed as the need arises.

Wind Turbine Routine Maintenance includes maintenance activities on the following components:

- Foundation
- Tower-Mounted Control Cabinets
- Tower
- Nacelle
- Drive Train
- Hub

6.0 Company Information

- Safety Equipment
- SCADA and WFMS software upgrades

6.0 COMPANY BACKGROUND

Invenergy Experience

Invenergy LLC, the parent company of Thunderhead (and Invenergy Wind Development LLC), is a leading clean energy company focused on the development, ownership, operation and management of large-scale electricity generation assets in the North American, European and other international markets. The Company's electric generation assets primarily include large scale wind energy and clean natural gas fueled electric generating facilities.

The senior management team has a track record of resounding success and has industry experience averaging over 25 years in diverse areas of the energy industry, including development, engineering, construction, finance, operations, asset management, and energy trading and contracting. Invenergy is the largest privately-owned renewable energy developer in North America.

Invenergy LLC is headquartered in Chicago and has North American regional offices located in Denver and Toronto, with additional offices in Latin America, Poland, Scotland and Japan.

Invenergy LLC and its affiliates currently represent over 20,000 Megawatts (MW) of wind, thermal, solar and storage projects under contract, in construction or operational. The wind portfolio represents over 12,000 MW of this total. Annual local economic investment from Invenergy totals over \$135 million and growing.

7.0 Economic & Community Benefits

7.0 ECONOMIC & COMMUNITY BENEFITS

Economic Development

Invenergy currently operates the 310 MW Prairie Breeze Project located in Antelope County, consisting of 179 turbines in three phases, and is the intended operator of the 202 MW Upstream Project, currently under construction. Combined, the projects represent an investment of more than \$700 million. The Prairie Breeze projects includes 19 full-time employees that operate and maintain the project with Upstream adding an estimated 12 once it reaches commercial operation. The projects are expected to contribute over \$3,000,000 annually in economic development including tax payments, employee salaries, landowner payments, and increased local spending.

Thunderhead will result in an annual economic development comparable to that of Prairie Breeze, given their similar sizes. With a capacity of up to 300 MW, the Thunderhead project anticipates injecting over one million dollars approximately annually into the local economy through local taxes, landowner payments, employees' wages, and other local spending. Thunderhead would also result in the hiring of up to fifteen (15) full-time employees as well as 400 part time construction positions. The proposed Project is expected to further increase the current economic success of Antelope County and the State of Nebraska.

Antelope County Tax Revenue Estimate

Under current law in Nebraska, a 300 MW project would pay approximately \$1,055,400 annually in nameplate capacity taxes every year (based on the current legislation of \$3,518 per megawatt).

Employment

The project is expected to create approximately 400 full and part-time jobs during construction. These jobs would occur during the anticipated approximately twelve to eighteen-month construction timeframe of the Project.

Operations and maintenance of the Thunderhead Project will require approximately 10-to-15 full-time employees and an effort is made to hire from the surrounding area. An operations and maintenance building would be located on-site or in the local area and is where the employees would be based.

Indirect Economic Benefits

Numerous indirect local economic benefits are expected to be realized through the construction and operation of the Project, mainly through money being spent within the local economy.

Some of the anticipated beneficiaries in Antelope County include: restaurants, lodging, hardware and provision stores, tourism, banks, recreational activities, schools (through new students and tax revenue), gas and service stations, and many more.

Community Support

The community has shown significant support for Thunderhead and Invenenergy has been pleased to work with the city of Neligh and Antelope County to continue to bring significant economic development to the region. Please find Letters of Support from community members included in Exhibit I.

Complementary Agricultural Use

The development of a wind farm is very complementary to the agricultural use predominant in the Project Area. Except for the area directly impacted by the Wind Turbine foundation and related roads and other structures of which the WECS is comprised, which is anticipated to be a mere 1-2% of the total land area, the Thunderhead Project will not change the existing use of the land and will provide significant economic benefits to the individual landowners and community as a whole. In some cases, revenue from the Project will enable some landowners to stay on their land and to continue an agricultural lifestyle, whereas they would have had a difficult time doing so without the Project.

Clean, renewable energy

Wind Turbines require almost zero water consumption in the production of electricity. Wind is a free renewable energy source that requires no feedstock or fuel and produces no emissions while generating electricity.

Turbine Count	Turbine Name	Coordinates (UTM, Zone 14, WGS84)		Coordinates (Geographic)	
		X	Y	LATITUDE	LONGITUDE
#1	1	559502.58	4661427.46	42° 06' 9.65" N	98° 16' 49.32" W
#2	2	560161.04	4660629.22	42° 05' 43.59" N	98° 16' 20.95" W
#3	3	561445.39	4662589.25	42° 06' 46.78" N	98° 15' 24.3" W
#4	4	561741.85	4661326.76	42° 06' 5.77" N	98° 15' 11.87" W
#5	5	565083.83	4662288.19	42° 06' 35.96" N	98° 12' 45.99" W
#6	6	565749.98	4662309.01	42° 06' 36.44" N	98° 12' 16.98" W
#7	7	567180.97	4662156.92	42° 06' 31.07" N	98° 11' 14.74" W
#8	8	567535.75	4662480.53	42° 06' 41.45" N	98° 10' 59.16" W
#9	9	569147.19	4662510.08	42° 06' 41.9" N	98° 09' 48.98" W
#10	18	558889.66	4659758.77	42° 05' 15.72" N	98° 17' 16.61" W
#11	19	559633.61	4659159.27	42° 04' 56.08" N	98° 16' 44.45" W
#12	20	560569.84	4659055.89	42° 04' 52.47" N	98° 16' 3.74" W
#13	21	561252.62	4659057.46	42° 04' 52.33" N	98° 15' 34.02" W
#14	22	562089.78	4659208.62	42° 04' 56.99" N	98° 14' 57.53" W
#15	23	563543.42	4660036.04	42° 05' 23.4" N	98° 13' 53.95" W
#16	24	564426.93	4658453.81	42° 04' 31.85" N	98° 13' 16.12" W
#17	25	566004.5	4659264.47	42° 04' 57.66" N	98° 12' 7.14" W
#18	26	569366.27	4659927.9	42° 05' 18.12" N	98° 09' 40.55" W
#19	27	569856.8	4660160.59	42° 05' 25.51" N	98° 09' 19.1" W
#20	28	570760.38	4660923.9	42° 05' 49.96" N	98° 08' 39.44" W
#21	29	571414.22	4660931.17	42° 05' 49.99" N	98° 08' 10.97" W
#22	30	573006.14	4660793.22	42° 05' 44.99" N	98° 07' 1.74" W
#23	31	574276.9	4660985.55	42° 05' 50.79" N	98° 06' 6.33" W
#24	39	558373.18	4657588.97	42° 04' 5.51" N	98° 17' 39.87" W
#25	40	559073.92	4657579.42	42° 04' 5.01" N	98° 17' 9.38" W
#26	41	559848.28	4657446.37	42° 04' 0.49" N	98° 16' 35.74" W
#27	42	560542.74	4656821.95	42° 03' 40.05" N	98° 16' 5.75" W
#28	43	562233.97	4656607	42° 03' 32.61" N	98° 14' 52.25" W
#29	44	563717.98	4656644.68	42° 03' 33.4" N	98° 13' 47.68" W
#30	45	565305.88	4656860.82	42° 03' 39.94" N	98° 12' 38.51" W
#31	46	566906.22	4658468.48	42° 04' 31.57" N	98° 11' 28.22" W
#32	47	567662.76	4657627.6	42° 04' 4.08" N	98° 10' 55.65" W
#33	48	568031.46	4657953.14	42° 04' 14.52" N	98° 10' 39.47" W
#34	49	568527.16	4658467.75	42° 04' 31.05" N	98° 10' 17.68" W
#35	50	569406.12	4658294.65	42° 04' 25.16" N	98° 09' 39.51" W
#36	51	570008.02	4658471.94	42° 04' 30.71" N	98° 09' 13.24" W
#37	52	570420.05	4658510.71	42° 04' 31.84" N	98° 08' 55.3" W
#38	53	570832.71	4658556.52	42° 04' 33.19" N	98° 08' 37.32" W
#39	54	571093.83	4659194.86	42° 04' 53.8" N	98° 08' 25.68" W
#40	55	572595.54	4657529.1	42° 03' 59.3" N	98° 07' 21.07" W
#41	56	573219.04	4657529.01	42° 03' 59.09" N	98° 06' 53.94" W
#42	57	572726.9	4659221.86	42° 04' 54.14" N	98° 07' 14.59" W
#43	58	574008.8	4659317.12	42° 04' 56.79" N	98° 06' 18.76" W
#44	59	574889.25	4658535.23	42° 04' 31.14" N	98° 05' 40.81" W
#45	62	558906.65	4654578.35	42° 02' 27.76" N	98° 17' 17.75" W
#46	63	559075.8	4655878.72	42° 03' 9.87" N	98° 17' 9.92" W

#47	64	559617.65	4655937.61	42° 03' 11.64" N	98° 16' 46.32" W
#48	65	560508.97	4654992.6	42° 02' 40.75" N	98° 16' 7.9" W
#49	66	561471.12	4654354.39	42° 02' 19.79" N	98° 15' 26.29" W
#50	67	562203.4	4655226.49	42° 02' 47.86" N	98° 14' 54.11" W
#51	68	563830.22	4655214.25	42° 02' 46.99" N	98° 13' 43.35" W
#52	69	564472.51	4655879.93	42° 03' 8.39" N	98° 13' 15.15" W
#53	70	564849.12	4656057.57	42° 03' 14.03" N	98° 12' 58.7" W
#54	71	564671.95	4654316.78	42° 02' 17.65" N	98° 13' 7.1" W
#55	72	565336.62	4654372.86	42° 02' 19.27" N	98° 12' 38.17" W
#56	73	566221.84	4655880.74	42° 03' 7.89" N	98° 11' 59.06" W
#57	74	567061.42	4656009.17	42° 03' 11.8" N	98° 11' 22.48" W
#58	75	567640.19	4655983.92	42° 03' 10.8" N	98° 10' 57.32" W
#59	76	568082.65	4655911.18	42° 03' 8.3" N	98° 10' 38.1" W
#60	77	569018.05	4656575.04	42° 03' 29.53" N	98° 09' 57.13" W
#61	78	569400.57	4656672.27	42° 03' 32.56" N	98° 09' 40.44" W
#62	79	570066.08	4656880.34	42° 03' 39.1" N	98° 09' 11.4" W
#63	80	571218.34	4656211.3	42° 03' 17.03" N	98° 08' 21.57" W
#64	81	572606.97	4656105.94	42° 03' 13.16" N	98° 07' 21.2" W
#65	82	573231.32	4655942.5	42° 03' 7.65" N	98° 06' 54.12" W
#66	83	574849.75	4655945.23	42° 03' 7.19" N	98° 05' 43.72" W
#67	87	558632.96	4652557.3	42° 01' 22.31" N	98° 17' 30.38" W
#68	88	560529.45	4651950.69	42° 01' 2.12" N	98° 16' 8.14" W
#69	89	561502.63	4651951.9	42° 01' 1.89" N	98° 15' 25.83" W
#70	90	562128.48	4653393.97	42° 01' 48.47" N	98° 14' 58.07" W
#71	91	562303.17	4651777.61	42° 00' 56.01" N	98° 14' 51.09" W
#72	92	563769.03	4651992.25	42° 01' 2.55" N	98° 13' 47.28" W
#73	93	563894.94	4653412.39	42° 01' 48.56" N	98° 13' 41.25" W
#74	94	564494.9	4651997.65	42° 01' 2.51" N	98° 13' 15.72" W
#75	95	565844.82	4652922.61	42° 01' 32.1" N	98° 12' 16.65" W
#76	96	566370.25	4652748.98	42° 01' 26.31" N	98° 11' 53.88" W
#77	97	567120.27	4652697.25	42° 01' 24.4" N	98° 11' 21.29" W
#78	98	567693.63	4652792.9	42° 01' 27.33" N	98° 10' 56.32" W
#79	99	568413.51	4652742.91	42° 01' 25.48" N	98° 10' 25.04" W
#80	100	568772.14	4653169.54	42° 01' 39.2" N	98° 10' 9.26" W
#81	101	569147.82	4653388.36	42° 01' 46.18" N	98° 09' 52.83" W
#82	102	569916.72	4653801.87	42° 01' 59.34" N	98° 09' 19.22" W
#83	103	570328	4653866.69	42° 02' 1.31" N	98° 09' 1.31" W
#84	104	570788.72	4653826.67	42° 01' 59.86" N	98° 08' 41.29" W
#85	105	571709.28	4654310.45	42° 02' 15.25" N	98° 08' 1.05" W
#86	106	572448.09	4654310.27	42° 02' 15" N	98° 07' 28.92" W
#87	107	573263.3	4654479.7	42° 02' 20.22" N	98° 06' 53.39" W
#88	108	574058.47	4654331.12	42° 02' 15.13" N	98° 06' 18.87" W
#89	118	559077.35	4651144.81	42° 00' 36.39" N	98° 17' 11.57" W
#90	119	560585.3	4649506.66	41° 59' 42.87" N	98° 16' 6.62" W
#91	120	562327.16	4650171.69	42° 00' 3.94" N	98° 14' 50.66" W
#92	121	563142.37	4650175.52	42° 00' 3.83" N	98° 14' 15.23" W
#93	122	565513.31	4649509.55	41° 59' 41.54" N	98° 12' 32.44" W
#94	123	565944.64	4649516.12	41° 59' 41.63" N	98° 12' 13.69" W

#95	124	566378.15	4649517.58	41° 59' 41.54" N	98° 11' 54.85" W
#96	125	566765.31	4649608.34	41° 59' 44.37" N	98° 11' 37.99" W
#97	126	565501.24	4650841	42° 00' 24.71" N	98° 12' 32.43" W
#98	127	565915.85	4650880.01	42° 00' 25.85" N	98° 12' 14.39" W
#99	128	566298.96	4650978.45	42° 00' 28.93" N	98° 11' 57.7" W
#100	129	566709.25	4651053.38	42° 00' 31.23" N	98° 11' 39.83" W
#101	130	567086.15	4651202.24	42° 00' 35.94" N	98° 11' 23.39" W
#102	131	567711.78	4651178.5	42° 00' 34.98" N	98° 10' 56.2" W
#103	132	569457.61	4651432.41	42° 00' 42.67" N	98° 09' 40.2" W
#104	133	569830.36	4651724.79	42° 00' 52.03" N	98° 09' 23.87" W
#105	134	570198.81	4652039.07	42° 01' 2.1" N	98° 09' 7.71" W
#106	135	570155.71	4650228.29	42° 00' 3.41" N	98° 09' 10.37" W
#107	136	570885.83	4650246.98	42° 00' 3.78" N	98° 08' 38.62" W
#108	137	571828.79	4650245.69	42° 00' 3.43" N	98° 07' 57.64" W
#109	138	571777.56	4651864.85	42° 00' 55.94" N	98° 07' 59.15" W
#110	139	572667.25	4651863.71	42° 00' 55.61" N	98° 07' 20.48" W
#111	140	573294.42	4651469.5	42° 00' 42.62" N	98° 06' 53.39" W
#112	145	562184.27	4647795.16	41° 58' 46.93" N	98° 14' 57.78" W
#113	146	563171.28	4647764.5	41° 58' 45.65" N	98° 14' 14.9" W
#114	147	564398.28	4647561.1	41° 58' 38.7" N	98° 13' 21.67" W
#115	148	566407.99	4647886.9	41° 58' 48.67" N	98° 11' 54.22" W
#116	149	567002.11	4647846.57	41° 58' 47.18" N	98° 11' 28.42" W
#117	151	558395.5	4644973.48	41° 57' 16.49" N	98° 17' 43.42" W
#118	152	558784.77	4645064.32	41° 57' 19.33" N	98° 17' 26.47" W
#119	153	559314.09	4646133.22	41° 57' 53.85" N	98° 17' 3.1" W
#120	154	560595.54	4646317.45	41° 57' 59.47" N	98° 16' 7.36" W
#121	155	560595.88	4644686.11	41° 57' 6.58" N	98° 16' 7.95" W
#122	156	562401.79	4643908.52	41° 56' 40.86" N	98° 14' 49.81" W
#123	157	562373.19	4646314.01	41° 57' 58.86" N	98° 14' 50.13" W
#124	158	563206.67	4646204.96	41° 57' 55.08" N	98° 14' 13.97" W
#125	159	563815.59	4646358.39	41° 57' 59.88" N	98° 13' 47.46" W
#126	Alt 1	562611.3	4655252	42° 02' 48.57" N	98° 14' 36.36" W
#127	Alt 2	563073.24	4655197.43	42° 02' 46.67" N	98° 14' 16.29" W
#128	Alt 3	565980.89	4657540.79	42° 04' 1.78" N	98° 12' 8.86" W
#129	Alt 4	568597.01	4656544.36	42° 03' 28.67" N	98° 10' 15.46" W
#130	Alt 5	571815.23	4659305.79	42° 04' 57.16" N	98° 07' 54.23" W
#131	Alt 6	572223.54	4659355.64	42° 04' 58.64" N	98° 07' 36.44" W
#132	Alt 7	573369.97	4659317.2	42° 04' 57.01" N	98° 06' 46.56" W
#133	Alt 8	574536.98	4659555.11	42° 05' 4.33" N	98° 05' 55.67" W
#134	Alt 9	565474.88	4652666.18	42° 01' 23.89" N	98° 12' 32.84" W
#135	Alt 10	570545.34	4652578.29	42° 01' 19.47" N	98° 08' 52.42" W
#136	Alt 11	563907.54	4649519.75	41° 59' 42.35" N	98° 13' 42.22" W
#137	Alt 12	563852.48	4647794.68	41° 58' 46.44" N	98° 13' 45.29" W