

ORDER APPROVING
SUPPLEMENTAL ROAD USE AGREEMENT
AND
AGREEMENT FOR SECURITY DEPOSIT IN LIEU OF CORPORATE SURETY

AMONG
SOUTH CLAY WIND FARM, LLC AND SHANNON-1 WIND FARM, LLC
AND CLAY COUNTY, TEXAS

December 22, 2014

WHEREAS, Clay County, Texas (the "County") and Shannon-1 Wind Farm, LLC entered into an *Amended and Restated Tax Abatement Agreement* dated March 14, 2014 which was recorded in Volume 51 at pages 203 *et seq.* of the Official Public Records of Clay County, Texas and the County and South Clay Wind Farm, LLC entered into an *Amended and Restated Tax Abatement Agreement* dated March 14, 2014 which was recorded in Volume 51 at pages 201 *et seq.* of the Official Public Records of Clay County, Texas (both of which are collectively hereinafter referred to as the "Agreements" and each, an "Agreement").

WHEREAS, representatives of Shannon-1 Wind Farm, LLC and South Clay Wind Farm, LLC (collectively referred to herein as, the "Owners") and the County have negotiated the terms of a *Supplemental Road Use Agreement* ("Supplemental Road Use Agreement") relating to the use of the County's roadways pursuant to the terms of the Agreements and an *Agreement for Security Deposit in Lieu of Corporate Surety* (the "Security Deposit Agreement") allowing the deposit of cash funds in lieu of Owners' providing a performance bond with a corporate surety under the terms of the Agreements; and

WHEREAS, both the Supplemental Road Use Agreement and the Security Deposit Agreement have been presented to the Commissioners at their December 22, 2014 meeting; and

WHEREAS, the Commissioners Court of Clay County finds, by the adoption of this order that it is in the best interests of the County for it to approve both the Supplemental Road Use Agreement and the Security Deposit Agreement and to authorize the County Judge to execute both agreements on behalf of the County; and

WHEREAS, the Commissioners Court has determined, and hereby finds and concludes:

(1) that this order was approved by a majority of the Commissioners Court in a regular meeting held on the date set forth below; and

(2) that said meeting was open to the public, was preceded by proper notice, as required by Chapter 551 of the Texas Government Code (the Open Meetings Act) and that a quorum of the members of the Commissioners Court were present at said meeting; and


(3) that following orders should be entered:

IT IS, THEREFORE, ORDERED BY THE COMMISSIONERS COURT OF CLAY COUNTY, TEXAS:

1. That both the Supplemental Road Use Agreement and the Security Deposit Agreement described above and presented to the Commissioners Court on this date be, and the same are, hereby APPROVED and the County Judge of Clay County, Texas is hereby authorized and directed to executed same on behalf of Clay County thereby binding Clay County to the terms and conditions thereof.

2. That all officers, employees and agents of Clay County are further authorized and directed to take such actions as may be reasonably necessary to execute and carry out the terms of the Tax Abatement Agreement on behalf of Clay County, Texas.

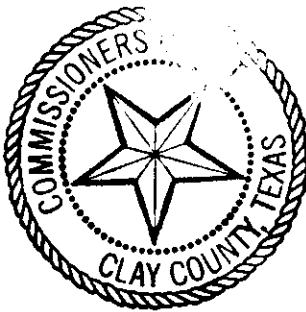
PASSED AND APPROVED on the 22nd day of December, 2014.


Kenneth Liggett, County Judge

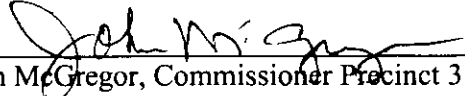
Attest:

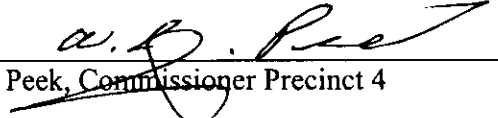

Sasha Kelton, County Clerk


R.L. "Lindy" Choate, Commissioner Precinct 1




Johnny Gee, Commissioner Precinct 2


John McGregor, Commissioner Precinct 3


A.J. Peek, Commissioner Precinct 4