

**ANNUAL CERTIFICATE**

**TO:** Clay County, Texas (the “County”)

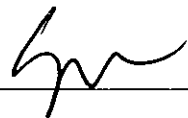
**RE:** Amended and Restated Tax Abatement Agreement between the County and Shannon Wind, LLC (the “Owner”) (assignee of Shannon-1 Wind Farm, LLC) dated March 14, 2014, as amended by the Supplemental Road Use Agreement dated December 22, 2014 and further amended by the Amendment to Tax Abatement Agreement dated April 13, 2015 (collectively, the “Tax Abatement Agreement”)

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I, Paul Rapp, having a business address of 600 – 888 Dunsmuir Street, Vancouver, British Columbia V6C 3K4 in my capacity as Vice President of the Owner and without personal liability, MAKE OATH AND SAY AS FOLLOWS:

1. As of the date hereof, the Owner is in compliance with each applicable term of the Tax Abatement Agreement.
2. The foregoing certifications are made and delivered pursuant to Section 3.6 of the Tax Abatement Agreement.
3. All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Tax Abatement Agreement.

SWORN BEFORE ME by Paul Rapp at the City of )  
Vancouver, in the Province of British Columbia, this )  
25<sup>th</sup> day of January, 2016. )  
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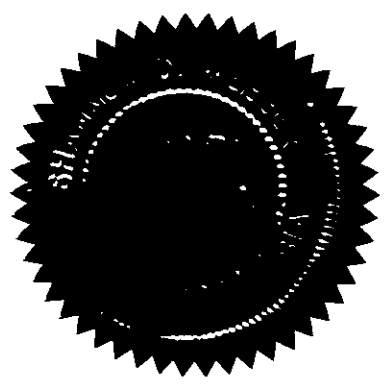
  
\_\_\_\_\_ )

A Commissioner for taking Affidavits for the  
Province of British Columbia

  
\_\_\_\_\_ )

Paul Rapp  
Vice President, Shannon Wind, LLC

**SHANNON D. WEBBER**  
Notary Public in and for the  
Province of British Columbia, Canada.  
My commission is unlimited as to time.





Direct Line: (604) 235-6711  
Email: [prapp@alterrapower.ca](mailto:prapp@alterrapower.ca)

January 25, 2016

BY REGISTERED MAIL

Clay County, Texas  
214 North Main Street  
Henrietta, Texas 76365  
U.S.A.

**COPY**

Attention: County Judge

Dear Sirs/Mesdames:

**Re: Amended and Restated Tax Abatement Agreement between Clay County, Texas and Shannon Wind, LLC (the "Owner") (assignee of Shannon-1 Wind Farm, LLC) dated March 14, 2014, as amended by the Supplemental Road Use Agreement dated December 22, 2014 and further amended by the Amendment to Tax Abatement Agreement dated April 13, 2015 (collectively, the "Tax Abatement Agreement") – Annual Certificate and Tax Abatement Election**

Pursuant to section 3.6 of the Tax Abatement Agreement, please find enclosed the Annual Certificate as required.

Pursuant to section 1.2 of the Tax Abatement Agreement, we wish to advise that the Owner is electing for the tax abatement provided for in the Tax Abatement Agreement to commence January 1, 2016 (the "Tax Abatement Election Notice").

Please acknowledge receipt of the Annual Certificate and Tax Abatement Election Notice by signing and returning the enclosed copy of this letter to my attention at the email address above or via fax to 604-682-3727.

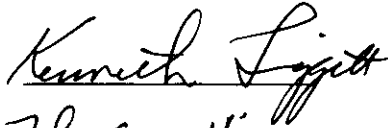
Yours truly,

**SHANNON WIND, LLC**

Paul Rapp  
Vice President

Encls.

Receipt of the above-noted Annual Certificate is hereby confirmed

Signature:   
Dated: Feb 8, 2016



Direct Line: (604) 235-6711  
Email: [prapp@alterrapower.ca](mailto:prapp@alterrapower.ca)

January 25, 2016

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**SHANNON WIND, LLC**

Paul Rapp  
Vice President

Encls.