

JOINT DEVELOPMENT AGREEMENT

This Joint Development Agreement (Agreement) is made by, among and between Apple River Solar, LLC (Apple River Solar), the Towns of Clayton, Wisconsin (Clayton), Beaver, Wisconsin (Beaver), Apple River, Wisconsin (Apple River), Lincoln, Wisconsin (Lincoln) (each, a Town and collectively, the Towns), and Polk County, Wisconsin (County). (the Towns and County, together, are referred to herein as Local Governments). Apple River Solar and the Local Governments are referred to herein collectively as the Parties.

RECITALS

1. Apple River Solar desires to develop, construct and operate a 100 megawatt (MW) solar photovoltaic electrical generating facility with necessary associated facilities such as a generation tie line, a new substation, power collection lines, and access roads near the Towns in the County (Project).
2. The Parties agree that it is in the best interests of each to memorialize the rights, obligations and responsibilities of the Parties with respect to the Project's use of, among other things, County and Town roads, rights-of-way and drainage systems during construction and operation of the Project.
3. The Parties agree that the Project is under the jurisdiction of the Public Service Commission of Wisconsin (PSCW).
4. The Parties further agree that this Agreement is the product of joint negotiations and its primary purpose is to foster cooperation and good faith dealing.
5. Any amendment to this Agreement, must be negotiated among the Parties and agreed to by mutual consent of all Parties, which shall be in writing and signed by all Parties.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises, covenants, and agreements contained herein, the Parties to this Agreement hereby stipulate and agree as follows:

1. **Planning.** The Parties understand and agree that approval of the Project is solely under the jurisdiction of the PSCW and that the Project's preliminary site plans are subject to approval from the PSCW for substantive site design changes. The Parties further agree that the Local Governments may not require changes to the Project, unless there is a change in law which authorizes counties and local units of government to enforce laws and ordinances which they are prevented from enforcing by state law at the time this Agreement is executed.