

Blue Cloud Wind Energy, LLC

The Commissioner's Court
Of Lamb County, Texas

RESOLUTION NO. 3

**A RESOLUTION AND ORDER APPROVING REQUEST OF BLUE CLOUD WIND ENERGY, LLC TO USE ALL
ROADS IN LAMB COUNTY**

WHEREAS, Lamb County, Texas (the "County") is familiar with the wind energy project contemplated by Blue Cloud Wind Energy, LLC in the portion of the County described in Exhibit B ("Project Area");

WHEREAS, Blue Cloud Wind Energy, LLC contemplates making certain improvements to the real property located with the Project Area consisting of a wind powered electric power generating facility ("improvements");

WHEREAS, there are no Lamb County rules or ordinances that would require Blue Cloud Wind Energy, LLC to obtain zoning approval, a permit, or an authorization for the ownership, construction, operation or maintenance of a wind energy project and its Improvements with the Project Area. There are no Lamb County rules or ordinances regarding decommissioning, safety buffer zones, set back requirements, noise restrictions, shade, flicker, shadow or visibility restrictions, or other zoning rules or regulations affecting the proposed ownership, construction, operation, or maintenance of Improvements within the Project Area;

WHEREAS, no part of the Project Area is located within the city limits of Muleshoe, Texas or Sudan, Texas, and no part of the Project Area is located within the extraterritorial jurisdiction of Muleshoe, Texas or Sudan, Texas or any other city.

WHEREAS, the ownership, construction, operation and maintenance of the Improvements will require access to, egress from, encroachments into, crossings of, and possibly upgrades to ("Road Usage") County roads, County owned rights-of-way, and County-held right-of-way easements located in Lamb County, Texas;

WHEREAS, by its dedication, use, and/or maintenance of the roads and as the owner and holder of County rights-of-way and right-of-way easements in the County, the Commissioners Court of Lamb County, Texas has the authority on behalf of the County to permit such Road Usage;

WHEREAS, Blue Cloud Wind Energy, LLC seeks County's permission for such Road Usage and Lamb County, Texas has agreed to grant said permission.

Blue Cloud Wind Energy, LLC

The Commissioner's Court
Of Lamb County, Texas

NOW THEREFORE,

BE IT ORDERED BY THE COMMISSIONERS COURT OF LAMB COUNTY, TEXAS:

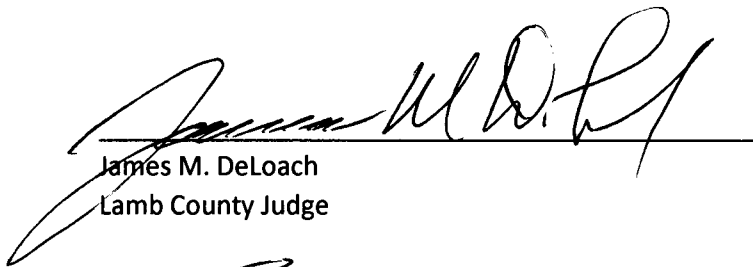
1. That the findings and recitals in the preamble to this Order are found to be true and correct and are hereby RATIFIED, APPROVED and ADOPTED.
2. That the Commissioners' Court hereby grants permission to Blue Cloud Wind Energy, LLC and its successors and assigns, during the planning and construction phases of its wind power project and Improvements until said wind power project and Improvements are completely abandoned, to use all County roads for the Road Upgrades described herein, including but not limited to, (a) access and egress to and from the Wind Power Project, (b) encroachment of Wind Power Project facilities and Improvements into the right of way of said County roads, and (c) for overhead and underground crossings of said County roads with wind power project electrical collection lines (and related facilities) interconnecting portions of the wind power project and Improvements, and with transmission lines connecting the wind power project and Improvements to the electrical grid system. For purposes of this Order, said County roads are to include, without limitation, all of the roads within the County.
3. That the permission granted in Ordering Paragraph 2 includes the installation, maintenance, and repair of wind power project collection and transmission lines and related facilities with the rights of way of said County roads and right-of-way easements held by the County, and an authorization to require upgrade of such roads when necessary and conduct go-ahead geotechnical and other preliminary construction analysis of such roads and rights-of-way. Blue Cloud Wind Energy, LLC must provide the County with notice and a map identifying the location of such Project Area facilities to the extent located within the County roads before Project construction work on such roads begins. All Project Area facilities touching or concerning County rights-of-way must be clearly marked in a permanent fashion at the time of installation. Blue Cloud Wind Energy, LLC must bury any below ground water, electric, or other line crossing any County right-of-way to a depth of three (3) feet or more below the top of the then-existing ditch line; above ground Project transmission lines crossing County rights-of-way must be at heights which comply with all applicable code. Project Area facilities must otherwise adhere to all applicable code. If any County roads must be upgraded in connection with such construction work, Blue Cloud Wind Energy, LLC will perform such upgrade work at its cost. The County may inspect such road upgrade work and Blue Cloud Wind Energy, LLC will perform such additional work as the County may reasonably require to cause the upgrades to meet the customary road standards of the County. Blue Cloud Wind Energy, LLC must repair any damage to the County roads caused by its installation, maintenance or repair activities.

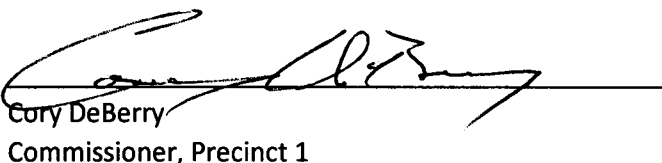
[SIGNATURE PAGE FOLLOWS]

Blue Cloud Wind Energy, LLC

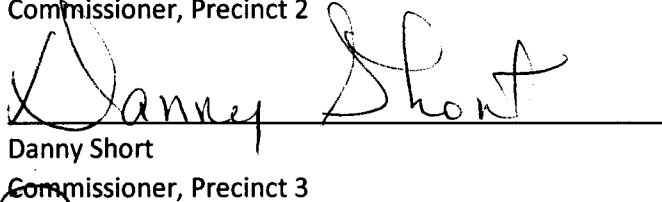
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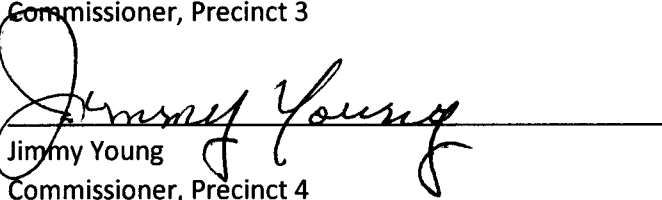
PASSED AND APPROVED at this public hearing of the Lamb County Commissioners' Court, at which a quorum was present, on the 22ND day of May, 2017.


James M. DeLoach
Lamb County Judge


Cory DeBerry
Commissioner, Precinct 1

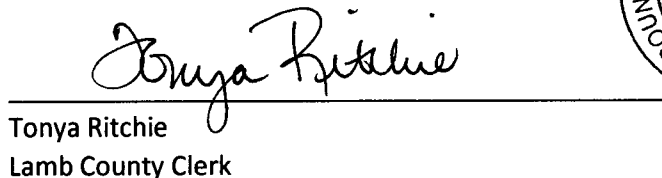
Kent Lewis
Commissioner, Precinct 2

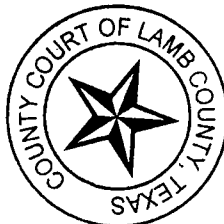

Danny Short
Commissioner, Precinct 3


Jimmy Young
Commissioner, Precinct 4

Date: May 22, 2017

Attest:


Tonya Ritchie
Lamb County Clerk



FILED FOR RECORD
MAY 22 A D 58
TONYA RITCHIE
COUNTY CLERK LAMB CO. TX

BLUE CLOUD WIND ENERGY, LLC

EXHIBIT B

