

February 15, 2019

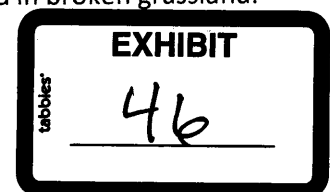
Mr. Terry Steinwand
Director, North Dakota Game and Fish Department
100 N. Bismarck Expressway
Bismarck, ND 58501

Dear Director Steinwand,

Burke Wind, LLC (Burke Wind) has actively coordinated with your office on our proposed Burke Wind Project since 2016. In October of 2016, Burke Wind executed a Power Purchase Award (PPA) with Basin Electric Power Corporation (BEPC) to provide power from the proposed wind farm to customers in their service territory. Burke Wind initially sited the project to adhere to the voluntary U.S. Fish and Wildlife Service (USFWS) Land-Based Wind Energy Guidelines (WEGs) that addresses potential impacts to native habitats and rare, declining, or sensitive wildlife species. A key part of our siting approach has always been to avoid impacts to potentially jurisdictional waters and wetlands, along with minimizing impacts to native prairie, particularly the highest quality native prairie.

During the initial siting stages of our project, publicly available geospatial data identifying the extent of native prairie was limited. As a result, we developed an approach in active coordination with the USFWS to derive desktop data sets of potential native prairie based on historical land cover imagery. Desktop data could then be refined using focused field surveys to verify native prairie quality by plant species composition, presence of wood and invasive species, and existing landscape fragmentation patterns. Since that time based on input from NDGFD staff and further discussions with the USFWS, additional geospatial data has been made publicly available to facilitate the process of identifying potential native prairie for further field surveys. During ongoing coordination with your office and the USFWS, Burke Wind also understands the NDGFD view on how native prairie should be defined has evolved. For example, during prior projects going through Public Service Commission (PSC) permitting in 2017, NDGFD staff recommended that developers should focus on avoiding or voluntarily offsetting impacts to any unbroken prairie greater than 160 acres in size. In the second half of 2018, we understand the NDGFD view further broadened to encompass all potential unbroken native prairie regardless of parcel size and all grass types, including some CRP and hayed lands with potential for restoration. As a result, our siting approach has attempted to track the evolution of NDGFD thinking on the identification of native prairie to inform infrastructure siting.

As we have described in our application to the PSC and supporting technical reports, Burke Wind has implemented numerous avoidance, minimization, and mitigation measures during project development. Those efforts have resulted in only 5 of the 76 planned turbines being located on unbroken grassland and an additional two (2) turbines being located on hayland also considered broken grassland. Of the 76 planned primary turbines, 57 (75%) are located in crop and 12 (15%) are located in broken grassland.



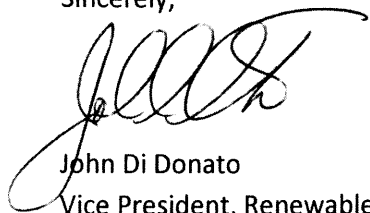
Total permanent impacts to unbroken native prairie are estimated at 5.8 acres or less than 1% of the entire project area. Highlights of our additional commitments are below:

- Removal of 55 turbines from areas classified as native prairie in early 2018 to incorporate the evolution of NDGFD views on siting in native prairie learned from other projects.
- Reduction from 300MW to 200MW that increased the distance from the nearest turbine to the Lostwood National Wildlife Refuge from approximately 1 mile to a minimum of 7 miles. Westward expansion was also focused in the most fragmented areas surrounding the project to the north and west resulting in most areas with higher detections of sensitive grassland birds now being located outside of the proposed project boundary.
- Avoidance of all impacts to suitable habitat for the federally-listed Dakota Skipper that inhabits specific types of high quality native prairie.
- Avoidance of all potential jurisdictional wetlands/waters regulated by U.S. Army Corps of Engineers.
- Avoidance as much as feasible of isolated playas and prairie potholes deemed to provide potentially suitable stopover habitat for the federally endangered Whooping Crane.
- Siting buffers around known raptor nests and grouse leks to minimize disturbance.
- Avoidance of impacts to all USFWS easements.
- Marking the generation tie line with bird diverters to minimize risk of injury or collision to migratory birds, raptors, and Whooping Cranes.
- Whooping Crane Notification and Curtailment procedure where operations site staff curtail operating turbines in proximity to any whooping crane sightings during the migration season until the bird(s) is/are safely away from the turbine.
- Completion of one year of post-construction mortality monitoring to confirm potential mortalities are not higher than expected for operating wind farms in the region with similar landscapes.
- Implementation of our Wildlife Reporting and Response System (WRRS) whereby operations site staff look for and document any wildlife injuries or mortalities for the life of the project.

After consideration of the above mentioned avoidance, minimization, and mitigation measures, Burke Wind believes we have residual direct impacts and are pleased to provide a voluntary offset package to the NDGFD in the amount of \$521,042 inclusive of any third party implementation costs. We believe this amount appropriately reflects and accounts for our measures above, our good faith efforts to track the evolving nature of the NDGFD view on identification and mitigation of native habitats, and the execution of our PPA prior to significant changes in the NDGFD view that have material cost impacts on commercial projects after key siting activities have occurred.

We are happy to discuss this offer with you and your team at your earliest convenience and will be available to answer any of your questions.

Sincerely,

A handwritten signature in black ink, appearing to read "John Di Donato". The signature is fluid and cursive, with a large initial "J" and "D".

John Di Donato
Vice President, Renewable Development
Burke Wind, LLC