

EXHIBIT A

DECOMMISSIONING AND SITE RESTORATION PLAN

This Decommissioning and Site Restoration Plan ("Decommissioning Plan") has been developed to satisfy the requirements of the Wind Energy Systems Licensing Ordinance between the Town of Stockbridge and Licensee. The purpose of the Decommissioning Plan is to ensure that the Wind Farm and its related structures are properly removed at the end of their useful life and that the surrounding soil and vegetation is restored to a usable and non-hazardous condition. Moreover, the Decommissioning Plan also ensures that sufficient financial resources are available to undertake proper decommissioning. The Decommissioning Plan contains three components: (1) the manner of equipment removal and site restoration; (2) the estimated costs of decommissioning; and (3) the timing and amount of a bond, letter of credit or escrow account to insure the availability of funds to cover the estimated decommissioning costs.

Facility Dismantling, Removal and Site Restoration

Project financing and planning is based upon the predicted useful life of the project equipment. At the end of the turbine's useful life, the Wind Farm will be either repowered or decommissioned. Repowering the facility typically involves replacing the existing turbines with new turbines that are more efficient. Most of the steps involved in decommissioning the facility may also be part of a repowering to the extent that the existing towers and foundations are not sufficiently engineered to accommodate the replacement turbines. Thus, in a repowering the original turbines and their foundations may be required to be removed. However, as part of a repowering, it is possible that other ancillary equipment, such as the underground cabling or substation, may be reused. Nevertheless, to ensure that the Decommissioning Cost Estimate captures all the potential costs of dismantling and removing equipment and restoring the site to its original condition, it is presumed that the facility will be entirely decommissioned and not repowered.

Based on experience, the decommissioning process for the project would be as follows:

1. Mobilize crane to the site for each wind turbine.
2. Dismantle and remove the rotor, nacelle and tower and transport the entire turbine off site.
3. An excavator would be brought in to dig a 10-foot deep hole about two-thirds of the way around each foundation. Then with an air hammer or comparable equipment, the concrete foundations and transformer pads will be removed to four feet (4') below the surrounding grade and placed into the 10-foot deep hole.

4. All the metal and cable will be cut off below four feet (4 ') at each foundation site so that there is nothing left in the ground above four feet (4') below grade level. Where possible, the metal and cable items will be separated and recycled.
5. Backfill the holes with the soil that was excavated and regrade the foundation areas to as close as reasonably possible to the original ground contours. These areas shall be returned as close as reasonably possible to pre-construction conditions suitable for agricultural use.
6. Other than those roads that the landowners wish to retain, all the access roads to the wind turbines would be removed and regraded as close as reasonably possible to the original ground contours. These areas would be returned as close as reasonably possible to pre-construction conditions suitable for agricultural use. However, for the purposes of this cost estimate it is assumed all the site access roads will be removed.
7. Remove transformer and all other substation equipment owned by Licensee from the site. Remove all concrete foundations, gravel and fencing, and regrade area as close as reasonably possible to the original ground contours. Again, this area shall be returned as close as reasonably possible to pre-construction conditions suitable for agricultural use.

In addition to the foregoing, all decommissioned gearboxes, transformers, and hydraulic systems shall be drained of all fluids and put into appropriate containers before dismantling, and will be transported and disposed of in accordance with all state and federal environmental regulations. Moreover, to the extent that it is determined that it is more cost-effective to remove the turbine foundations using blasting techniques, a Blasting Plan shall be developed and prior approval shall be obtained from the Town of Stockbridge. All blasting operations shall be conducted in accordance with State Fire Marshall and OSHA rules and regulations.

Estimated Costs for Decommissioning and Site Restoration

The following is an estimate of the cost of dismantling the Wind Farm and related structures and returning the site, as close as reasonably possible, to pre-construction conditions suitable for agricultural use. The estimate is based on the decommissioning approach outlined above. The cost estimate may be increased or decreased based upon credible evidence of the particular circumstances of the relevant site.

Cost Estimate:

Based on the following assumptions the decommissioning cost per turbine is \$50,000 (this number may be adjusted to reflect inflation):

Section 5. Request for Exception. Any property owner may apply for an exception to the temporary stay based on the list contained in Section 4 above. The application shall be filed with the Town Clerk. The property owner shall pay a fee of \$150 together with the actual out-of-pocket expenses incurred by the Town in reviewing the request for the exception. Upon receipt of the application and filing fee, the Town Clerk shall refer the matter to the Town Board, which shall have the authority to approve, deny or conditionally approve the application. Notwithstanding the preceding, an application to the Town is unnecessary with regard to a Wind Energy Systems developer's attempt to obtain state and federal approvals for a proposed Wind Energy System.

Section 6. Inconsistent Ordinances Voided. All ordinances or provisions of ordinances inconsistent with or contravening the provisions of this Ordinance are hereby temporarily voided and shall have no legal force or effect during the period that this Ordinance is in effect.

Section 7. Scope. This temporary stay applies throughout the Town of Stockbridge.

Section 8. Interpretation and Severability. This Ordinance shall be liberally construed to accomplish its intended purposes. If a court of competent jurisdiction determines that any section or provision is invalid or illegal, the court is authorized to substitute reasonable language in order to preserve the intended purposes of this Ordinance. If any section or provision of this Ordinance is adjudged to be invalid or illegal by a court of competent jurisdiction, the remainder of the Ordinance shall not be affected thereby.

Section 9. Definitions. For purposes of this Ordinance the following definitions shall apply:

- (a) "Wind Energy Systems" means equipment that converts and then stores or transfers energy from the wind into usable forms of energy.
- (b) "Wind Energy Systems Facility" or "Facility" means all of the land and equipment used by the wind energy system and its support facilities including the wind turbine, tower, access roads, control facilities, meteorological towers, maintenance and all power collection and transmission systems.
- (c) "Wind Turbine" means a mechanical device that captures the kinetic energy of the wind and converts it into electricity. The primary components of a wind turbine are the blade assembly, electrical generator and tower.

Section 9. Effective Date. This Ordinance shall take effect upon adoption and publication as provided by law.

Adopted this 21st day of May, 2007.

TOWN OF STOCKBRIDGE

By: James R. Mangan
Town Chairperson

Attest:

Shirley VanHousen
Town Clerk