

31.0 LUPC CERTIFICATION

31.1 Introduction and Project Description

The Weaver Wind Project (project) is a grid-scale wind energy development as defined under 35-A M.R.S.A. § 3451(6) that is partially located in unorganized or deorganized areas of the State. Pursuant to Public Law 2011, Chapter 682, 12 M.R.S.A §685-B(2-C) and 38 M.R.S.A. §489-A-1(1,2), such projects are reviewed and permits are issued by the Maine Department of Environmental Protection (MDEP). The MDEP may not issue a permit until the Land Use Planning Commission (LUPC) has certified that (1) the proposed development is an allowed use within the subdistrict(s) for which it is proposed; and (2) the proposed development meets any land use standard established by the LUPC and applicable to the project that is not considered as part of MDEP's review. Weaver Wind, LLC (Applicant) has provided the appropriate notice to LUPC (Section 25.0).

The following sections demonstrate that the project is an allowed use in the subdistricts for which it is proposed, and that is in compliance with applicable land use standards established by LUPC and not considered by MDEP in review of the project.

Principal and accessory project components proposed for construction or use within LUPC jurisdiction include 15 Vestas V117-3.3 or V126-3.3 turbines, up to seven temporary and four permanent meteorological (met) towers, 0.7 miles of 34.5-kilovolt (kV) overhead electrical collecting lines, 13.7 miles of 34.5 kV underground electrical collecting lines, and 14.4 miles of access roads and crane paths within the Town of Osborn; upgrades to the existing Bull Hill substation and 1.6 miles of 34.5 kV underground electrical collecting lines and existing gravel roads within T16 MD; and 1.0 mile of 34.5 kV underground electrical collecting lines and 1.5 miles of existing gravel road within T22 MD.

31.2 LUPC Zoning Compliance

The portions of the project within LUPC jurisdiction in Osborn, T22 MD, and T16 MD are located entirely within the expedited wind permitting area (Figure 31-1). The project extends through areas zoned as a General Management Subdistrict (M-GN) and includes some limited areas of Shoreland Protection Subdistricts (P-SL) and Wetland Protection Subdistricts (P-WL) (Figure 31-2). Grid-scale wind energy development,

including both the generating and associated facilities, is an allowed use in each of the subdistricts.¹

31.3 Overview of LUPC Land Use Standards

The land use standards established by the LUPC and applicable to the project that are not specifically considered in MDEP project review are discussed below, and include:

- Land division history, as required by the LUPC definition of subdivision (04-061 CMR 10.24,F);
- Dimensional requirements (04-061 CMR 10.26);
- Vehicular access, circulation, and parking (04-061 CMR 10.24,B and 10.25,D);
- Lighting (04-061 CMR 10.25,F);
- Federal Emergency Management Agency (FEMA) flood zone management standards (04-061 CMR 10.25,T); and
- Signs (04-061 CMR 10.27,J).

Section 31.4 identifies land use standards that are not applicable as the project does not include elements subject to those standards. Section 31.5 identifies applicable land use standards that are considered by MDEP during review. Section 31.6 identifies and demonstrates compliance with those land use standards not considered by MDEP. Chapter 10.24,E is not a land use standard but instead refers to guidance that informs LUPC's interpretation and application of land use standards.

31.4 Inapplicable Standards

The following LUPC standards set forth in 04-061 CMR are inapplicable as the project does not include the elements subject to these standards:

- Review Standards for Structures Adjacent to Lakes (04-061 CMR 10.25,A);
- Non-Conforming Uses and Structures (04-061 CMR 10.11)
- Review Standards for Subdistricts In Prospectively Zoned Areas (04-061 CMR 10.25,B);
- Subdivision and Lot Creation (04-061 CMR 10.25,Q);
- Cluster Development (04-061 CMR 10.25,R);
- Open Space (04-061 CMR 10.25,S);
- Affordable Housing (04-061 CMR 10.25,U);

¹ 04-061 CMR 10.22,A(3)(c)(27)(M-GN), 10.23,L(3)(c)(24)(P-SL), and 10.23,N(3)(c)(18)(P-WL)

Weaver Wind Project

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- Agricultural Management Activities (04-061 CMR 10.27,A);
- Mineral Exploration Activity (04-061 CMR 10.27,C);
- Timber Harvesting (04-061 CMR 10.27,E);
- Motorized Recreational Gold Prospecting (04-061 CMR 10.27,G);
- Driveways Associated With Residential Structures and Uses (04-061 CMR 10.27,H);
- Pesticide Application (04-061 CMR 10.27,I);
- Water Impoundments (04-061 CMR 10.27,K);
- Trailered Ramps, Hand-Carry Launches, and Water-Access Ways (04-061 CMR 10.27,L);
- Service Drops (04-061 CMR 10.27,M);
- Home Occupations (04-061 CMR 10.27,N);
- Permanent Docking Structures (04-061 CMR 10.27,O); and
- Accessory Structures (04-061 CMR 10.27,P).

31.5 Standards Considered in Review by MDEP

The following LUPC standards are considered by MDEP in the review of the project:

- Technical and Financial Capacity, Solid Waste, and Water Supply (04-061 CMR 10.24,A) and (38 M.R.S.A. § 484(1),(4),(6); 06-096 CMR 373, 375.6, 376);
- Existing Uses, Scenic Character, and Natural and Historic Resources (04-061 CMR 10.24,C) and (38 M.R.S.A. § 484(3); 06-096 CMR 375.11);
- Soil Erosion, Soil Capacity, and Sewage Disposal (04-061 CMR 10.24,D) and (38 M.R.S.A. § 484(4); 06-096 CMR 376);
- Technical and Financial Capacity (04-061 CMR 10.25,C) and (38 M.R.S.A. § 484(1); 06-096 CMR 373);
- Scenic Character, Natural and Historic Features (04-061 CMR 10.25,E) and (38 M.R.S.A. § 484; 06-096 CMR 375.11,12,14);
- Noise (04-061 CMR 10.25,F.1) and (38 M.R.S.A. § 484(3); 06-096 CMR 375.10);
- Soil Suitability (04-061 CMR 10.25,G) and (38 M.R.S.A. § 484(4); 06-096 CMR 376);
- Solid Waste Disposal (04-061 CMR 10.25,H) and (38 M.R.S.A. § 484(6));
- Subsurface Waste Water Disposal (04-061 CMR 10.25,I) and (38 M.R.S.A. § 484(4); 06-096 CMR 376);
- Water Supply (04-061 CMR 10.25,J) and (38 M.R.S.A. § 484; 06-096 CMR 375.7,8);
- Surface Water Quality(04-061 CMR 10.25,K) and (38 M.R.S.A. § 484; 06-096 CMR 375.6);
- Phosphorus Control (04-061 CMR 10.25,L) and (38 M.R.S.A. § 484; 06-096 CMR 500);

- Erosion and Sedimentation Control (04-061 CMR 10.25,M) and (38 M.R.S.A. § 484(4-A); 06-096 CMR 375.5);
- Groundwater Quality (04-061 CMR 10.25,N) and (38 M.R.S.A. § 484(3), (5); 06-096 CMR 375.7,8);
- Air Quality (04-061 CMR 10.25,O) and (38 M.R.S.A. § 484; 06-096 CMR 375.1);
- Wetland Alterations (04-061 CMR 10.25,P) and (38 M.R.S.A. § 480-A et seq.; 06-096 CMR 310);
- Vegetation Clearing (04-061 CMR 10.27,B) and (38 M.R.S.A. § 484; 06-096 CMR 375.9)²;
- Roads and Water Crossings (04-061 CMR 10.27,D) and (38 M.R.S.A. § 484, 06-096 CMR 375.3, 377); and
- Filling and Grading (04-061 CMR 10.27,F) and (38 M.R.S.A. § 484(4-A)).

31.6 Applicable LUPC Land Use Standards

The applicable LUPC standards not considered in the MDEP review of the project are discussed below.

31.6.1 Land Division History

The LUPC definition of subdivision requires that applicants demonstrate that any division of land does not create a subdivision.

Subdivision: Except as provided in 12 M.R.S.A. § 682-B, “subdivision” means a division of an existing parcel of land into 3 or more parcels or lots within any 5-year period, whether this division is accomplished by platting of the land for immediate or future sale, by sale of land or by leasing. The term subdivision also includes the division, placement or construction of a structure or structures on a tract or parcel of land resulting in 3 or more dwelling units within a 5-year period. 12 M.R.S.A. § 682(2-A).

² Based on LUPC guidance (1/24/13 LUPC memorandum from Samantha Horn-Olson), MDEP will apply clearing standards for NRPA resource areas, and LUPC will apply clearing standards for other areas, and the two agencies will coordinate review. Clearing is addressed in the following sections, as appropriate, based on that guidance.

The Applicant must, therefore, demonstrate that the project does not constitute a subdivision. The Applicant has obtained title, right, or interest for the three parcels in LUPC jurisdiction.

Attached as Exhibit 31 is a 20-year land division analysis demonstrating that none of the title, right, or interest agreements creates a subdivision.

31.6.2 Dimensional Requirements

The applicable dimensional requirements standards (04-061 CMR 10.26) reviewed by the LUPC are detailed below.

- A. *Minimum Lot Size:* The minimum lot size for commercial or industrial development involving one or more buildings is 40,000 square feet (04-061 CMR 10.26,A,2). The Weaver Wind Project is proposed on lots that exceed the required minimum lot size for commercial or industrial development involving one or more buildings of 40,000 square feet (04-061 CMR 10.26,A,2). The parcels owned by Ursa Major, LLC in Osborn (Map 1, Lot 6) and in T22 MD (Map 1, Lot 1) that are subject to the Wind Energy Easement Agreement with Weaver Wind, LLC include most of the Town of Osborn and T22 MD. Similarly, the parcel owned by Lakeville Shores, Inc. in T16 MD (Map 1, Lot 1) that is subject to the Easement Agreement for collector lines and facilities with Weaver Wind, LLC includes the majority of T16 MD. The Tree Top Manufacturing, Inc. parcels located in Osborn (Map 1, Lots 2 and 3) and Eastbrook (Map 18, Lot 15) that are subject to the Land Lease Agreement to Weaver Wind, LLC total approximately 3,178 acres.

- B. *Minimum Shoreline Frontage:* The minimum shoreline frontage for a commercial or industrial development is 200 feet for parcels bordering a minor flowing water or standing body of water less than 10 acres in size, and the frontage for a parcel located on a waterbody greater than 10 acres in size is 300 feet (04-061 CMR 10.26,B,1,b and 2,b). The Tree Top Manufacturing, Inc. leased parcel in Osborn (Map 1, Lot 2) is the only project parcel with shoreline frontage on a waterbody greater than 10 acres, which in this case is Spectacle Pond. This parcel (Map 1, Lot 2) has approximately 29,300 feet of water frontage along Spectacle Pond, the East Branch of the Union River, and the Bog River. (Figure 31-4).

- C. *Minimum Road Frontage:* The minimum road frontage for commercial or industrial development is 200 feet for any road used for public access (04-061 CMR 10.26,C,1,b). With the exception of Route 9, all existing and proposed project roads are privately owned with no legal right of public access. The Wind Energy Easement Agreement with Ursa Major, LLC (Map 1, Lot 6 in Osborn) includes Access Easement rights for access to Route 9, including the privately-owned 73-00-00 Road (Spectacle Pond Road) as shown on Figure 31-4. Similarly, the Land Lease Agreement from Tree Top Manufacturing, Inc. includes access rights over existing private roads, including 73-34-00 Road (Stone Dam Road) in Osborn. The Easement Agreement from Lakeville Shores, Inc. includes access rights over existing private roads in T16 MD, including Bull Hill Road.
- D. *Minimum Setbacks:* Section 10.26,D,2, and 3, and Section 10.26.G,5 specify the relevant minimum setbacks. Section 10.26,D,2 specifies that the minimum setback for commercial or industrial development is 100 feet from minor flowing waters, P-WL1 wetlands and waterbodies less than 10 acres; 150 feet from flowing water draining 50 square miles or more and waterbodies greater than 10 acres in size, 75 feet from roads used by the public for access, and 25 feet from side and rear property boundary lines. Section 10.26,G,5 allows an exception for structures that must be located less than the setbacks specified due to the nature of their use. Weaver Wind is proposing to place temporary work trailers in the northern gravel pit, located at the intersection of Spectacle Pond Road and Grant Farm Road. Temporary work trailers will remain in place during construction, but will be removed following the completion of construction activities. Temporary trailers within the northern gravel pit will be located at least 370 feet from the nearest shoreland or wetland protection subdistrict (P-WL1) (Figure 31-2), therefore meeting minimum setback requirements. An expansion of the Bull Hill substation is also being requested in the permit application. Either an expanded substation will be constructed or an interconnect facility. This will be determined as the design progresses. In either case, temporary setbacks will be met as the closest shoreland or wetland protection subdistrict (P-SL1) is located greater than 1,000 feet from the Bull Hill substation (Figure 31-2).
- a) *Turbines:* All turbines are proposed to be located in excess of the minimum setback requirements. Turbine 5 is the closest project component to any waterbody greater than 10 acres and is located 1,366 feet from Spectacle Pond (Figure 31-3, Label D). The turbine locations also exceed the minimum setback requirements for all shoreland protection (6,093 feet from Turbine 3 to nearest P-

SL1) and wetland protection subdistricts, traveled portions of roadways, and side and rear property lines (Figure 31-3). In addition, Turbine 21 is the closest turbine to a non-participating property line, at a distance of 1,432 feet. The closest turbines to public and private roads include Turbine 21 located 1,432 feet from Route 9 and Turbine 19 located 1,256 feet from Spectacle Pond Road (Figure 31-3).

- b) Collector Lines and Poles: The majority of the 34.5-kilovolt (kV) collector lines are proposed to be located underground in the shoulder of existing gravel roads and proposed new gravel roads. In general, collector lines and pole locations will be in excess of minimum setback requirements. Two exceptions include: (1) placement of a single pole within 100 feet of a delineated Wetland of Special Significance (Figure 31-3, inset B); and (2) placement of two poles within 100 feet of a PWL-1 wetland and within 75 feet of a P-SL2 stream at the crossing of the East Branch of the Union River (Figure 31-3, inset F). For each of these exceptions, the pole locations are necessary to provide adequate support for the collector line pole-to-pole spans. Collector line poles proposed to be located less than the setback distances in 04-061 CMR 10.26,D would be consistent with 04-061 CMR 10.26,G,5, which provides that an exception may be made to a setback requirement if the structure must be located closer due to the nature of its use. The collector poles will be located farther than the minimum setback requirements for a body of water less than 10 acres, a body of water greater than 10 acres, PSL-1 streams, roads, and property lines (Figure 31-3).
- c) Temporary and Permanent Meteorological Towers: Temporary and permanent meteorological (met) towers will be located in excess of minimum setback requirements from all shoreland protection and wetland protection subdistricts, traveled portions of roadways, and side and rear property lines (Figure 31-3). Permanent met tower PMT-20 is the closest project component to the traveled portion of a public roadway and is located 953 feet from Route 9.
- d) Temporary Laydown Areas: Of the 17 proposed laydown areas, 12 are located within LUPC territory. All proposed laydown areas will be temporary; therefore, setbacks are not required. Refer to Section 1.0 (Project Description) for a summary of laydown areas.
- E. *Maximum Lot Coverage*: The estimated new impervious surface including new and upgraded roads, turbine pads, and other permanent areas (parking spaces at O&M facility in Aurora, substation/interconnect yard, etc.) is 43.2 acres. It is

estimated that there are 10 acres of existing impervious surface within the project area. This equates to a total of 53.2 acres of impervious surface after construction.

31.6.3 Vehicular Circulation, Access, and Parking

All of the existing and proposed roads are privately owned, with no legal right of public access. The project includes one access point from the privately-owned 73-00-00 Road, two access points from the privately-owned Stone Dam Road, and three access points from the publically-owned Route 9 East, as depicted on the Civil Design Plans (Exhibit 1A).

The project includes provisions for vehicular access to and within the project, as depicted on the Civil Design Plans (Exhibit 1A), which safely and efficiently handles the traffic attributable to the development as required by 04-061 CMR 10.25,D.1.

With regard to access to roadways, the project includes three access roads to Route 9 that will comply with all applicable Maine Department of Transportation (MDOT) safety standards and that will meet standards defined in 04-061 CMR 10.25,D.2. A copy of the MDOT road opening/driveway permit will be obtained prior to construction.

As the project is not expected to generate a significant amount of traffic, no traffic study has been commissioned. During peak construction, approximately 30 to 40 worker vehicles per day will be traveling to and from the project site, which constitutes a minor demand on project roads. Once fully operational, the number of worker vehicles traveling to the project site within LUPC jurisdiction will be approximately two to four per day. During construction for a 24-week period, up to 40 large vehicles per day on some days are anticipated for turbine component delivery and installation. Currently, two large pickup trucks are used to operate and maintain the Bull Hill Wind Project. It is anticipated that four to six additional trucks of similar size will be needed to operate and maintain Hancock Wind and Weaver Wind for a total of six to eight trucks after all three projects are operational.

To assist with traffic management at the proposed temporary laydown areas, warning signs will be installed on the private road to alert approaching vehicles of entering construction traffic. Standard sized loads and unescorted oversized loads will be managed by the truck driver (i.e. rules of the road apply and driver will be responsible for safety). Oversized loads escorted by a chase vehicle will have the assistance of the chase vehicle to spot other traffic and alert the oversized vehicle driver.

With regard to parking areas, the project will use a portion of the parking area located at the O&M building, which was permitted for the Hancock Wind Project. The portion used will not exceed one acre and will provide sufficient off-street parking at this location. This location is not visible from Route 9 and is not adjacent to any residential structures or uses. The parking at this location will meet standards defined in 04-061 CMR 10.25,D.3.a, d-f. No on-street parking is associated with the project.

One temporary turnout, measuring 16 feet by 185 feet, will be constructed on the Een Ridge access road. After construction is complete, this turnout will be revegetated. It is unlikely to be used for forest operations during its short life span.

Development roadways, access roads, and crane paths associated with the project will be reviewed by the MDEP with regard to road, grading, and erosion and safety standards. Length of roads within the LUPC service area include the following:

- crane paths, approximately 4 miles;
- new access roads, approximately 1.6 miles;
- existing roads to be upgraded, approximately 2.8 miles; and
- existing roads not to be upgraded, approximately 11.7 miles.

It is anticipated that road maintenance and minor regrading will be performed on all existing roads.

31.6.4 Noise and Lighting

MDEP will evaluate the noise effects from the project in Section 5.0, thus 04-061 CMR 10.25,F.1 is not applicable.

The project will include lighting associated with turbines and meteorological towers as required by the Federal Aviation Administration for air traffic safety (Section 27.0); therefore, the project is exempt from LUPC lighting standards (04-061 CMR 10.25.F.2.e.1). The only other permanent lighting that may be associated with the turbines will be motion sensitive entry lights adjacent to the stairs located at the base of each turbine.

Other lighting associated with the project within LUPC jurisdiction includes lighting at the existing substation. The existing substation is fenced and has pole mounted floodlights used for nighttime work at the substation. For safety reasons, personnel will need to be able to manually operate lighting at the new substation or interconnect facility. Certain maintenance tasks involve sedentary work on electrical components

that may not result in adequate movement to trigger the motion sensor, thereby presenting a potential safety concern. To prevent lights from remaining on when unnecessary, each employee will be trained in building lock up procedures, including checking light switches to ensure lights are left in motion-sensing mode upon exiting the area/building.

Temporary nighttime lighting may be required during construction. Turbine erection must occur in low wind conditions. Therefore, methods such as nighttime lighting are anticipated to take advantage of favorable construction conditions. If required, portable (i.e., trailer-mounted) flood light systems will be used to facilitate nighttime tower erection. Approximately three of these portable flood light units would be used at each tower location. During construction, the access points for the project may also be lit with temporary nighttime security lighting.

31.6.5 FEMA Standards

Although MDEP generally regulates flooding (38 M.R.S.A. § 484.7), the MDEP is not authorized to regulate compliance with FEMA standards and does not specifically consider FEMA standards under the National Flood Insurance Program (44 C.F.R. Parts 59-149). LUPC has sought and obtained authorization to do so pursuant to their specific flood prone area requirements (04-061 CMR 10.25,T).

Proposed project development will not occur in any flood-prone areas. Based on FEMA Flood Rate Insurance Maps (FIRM), there are no project components to be constructed within any mapped 100-year floodplains. Therefore, the proposed project will not cause or increase flooding, or cause a flood hazard to any existing structure (Section 19.0).

31.6.6 Vegetation Clearing

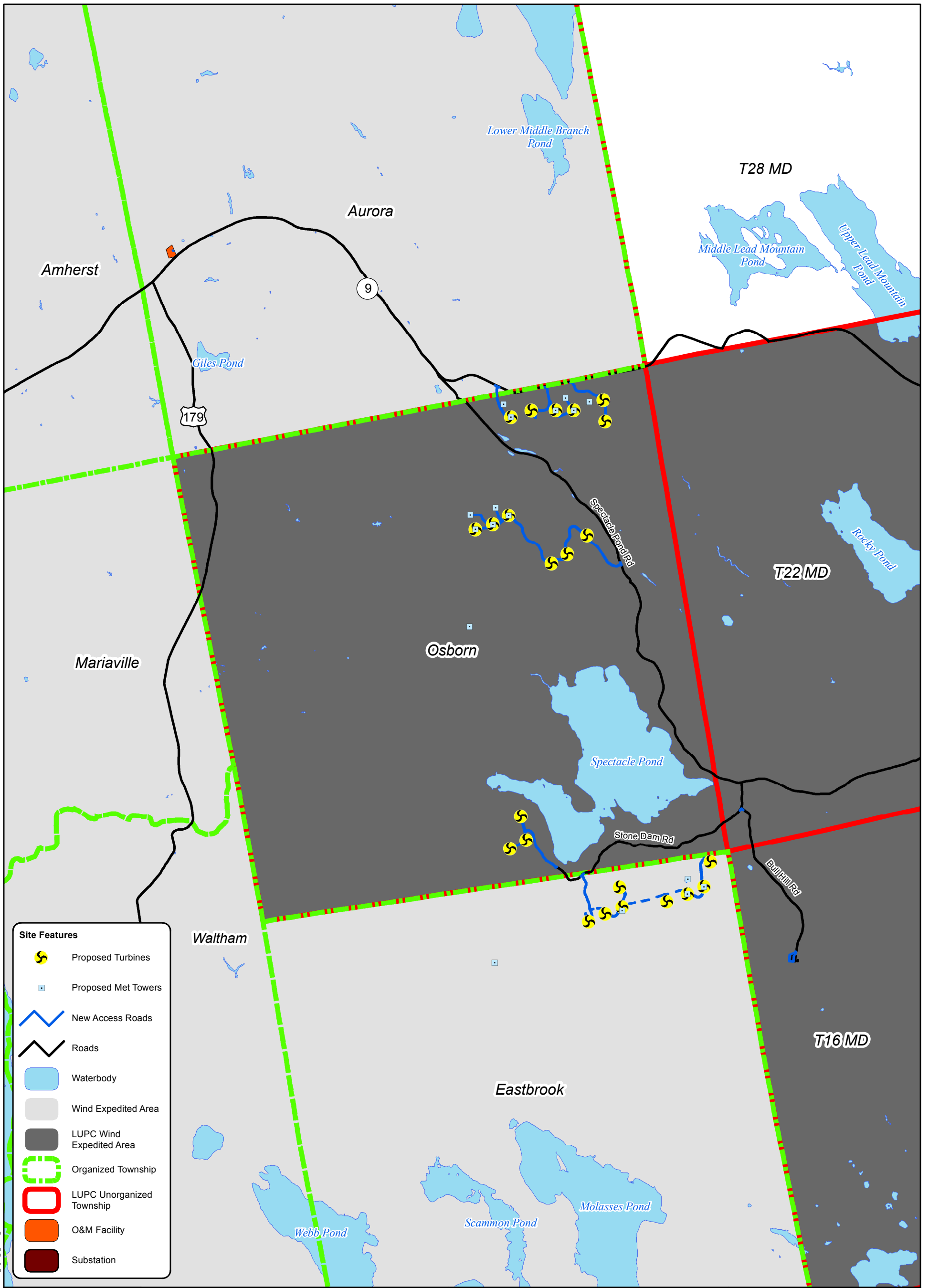
Permanent clearing for the project will consist of approximately 39 acres associated with the construction of turbines, crane paths, upgraded access roads, temporary and permanent met towers, and the substation expansion. Vegetation will need to be maintained (i.e., cut) to prevent dense growth from overwhelming roadside ditches and turbine pad areas. Temporary clearing for the project will consist of approximately 220 acres, primarily for the laydown areas and areas around turbines and met towers that will be revegetated. Estimates for both permanent and temporary vegetation clearing are conservative, as estimates do not account for currently cleared areas in existing fields. These conservative clearing estimates help account for any unknowns that may

develop in the interim period between map creation and the beginning of project construction.

The turbines, met towers, and laydown areas will not require clearing within 100 feet of any public roadway, waterbody, or flowing water; therefore, the standards in 04-061 CMR 10.27,B are not applicable. For the above-ground portions of the 34.5-kV collector lines, the tree canopy along the corridor will be permanently removed and shrub vegetation will be retained. Temporary clearing will be required within 100 feet of 13 streams along the entire corridor. Tree removal and vegetation management will be required at an additional two streams, which are located in the overhead portion of the corridor. Overhead portions of the corridor will be maintained as required by MDEP (Section 10.0, Exhibit 10).

31.6.7 Signs

Signage on leased areas will be limited to informational signs associated with site activities. Any permanent signs will comply with the standards described in 04-061 CMR 10.27,J.



*Note: Data provided by: NHD, LUPC & MEGIS
For further detail see civil & electrical design

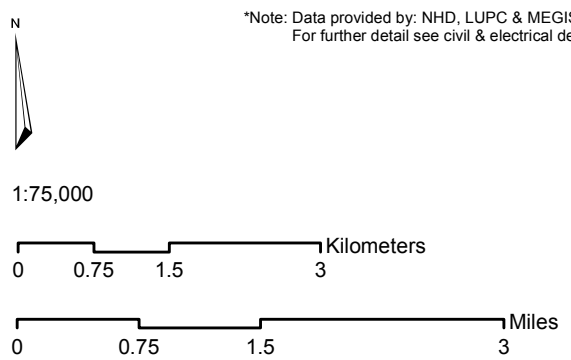
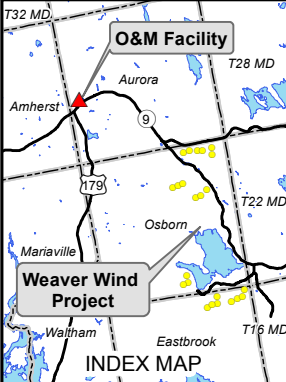
Figure 31-1
Areas of Expedited Permitting
for Grid-Scale Wind Energy

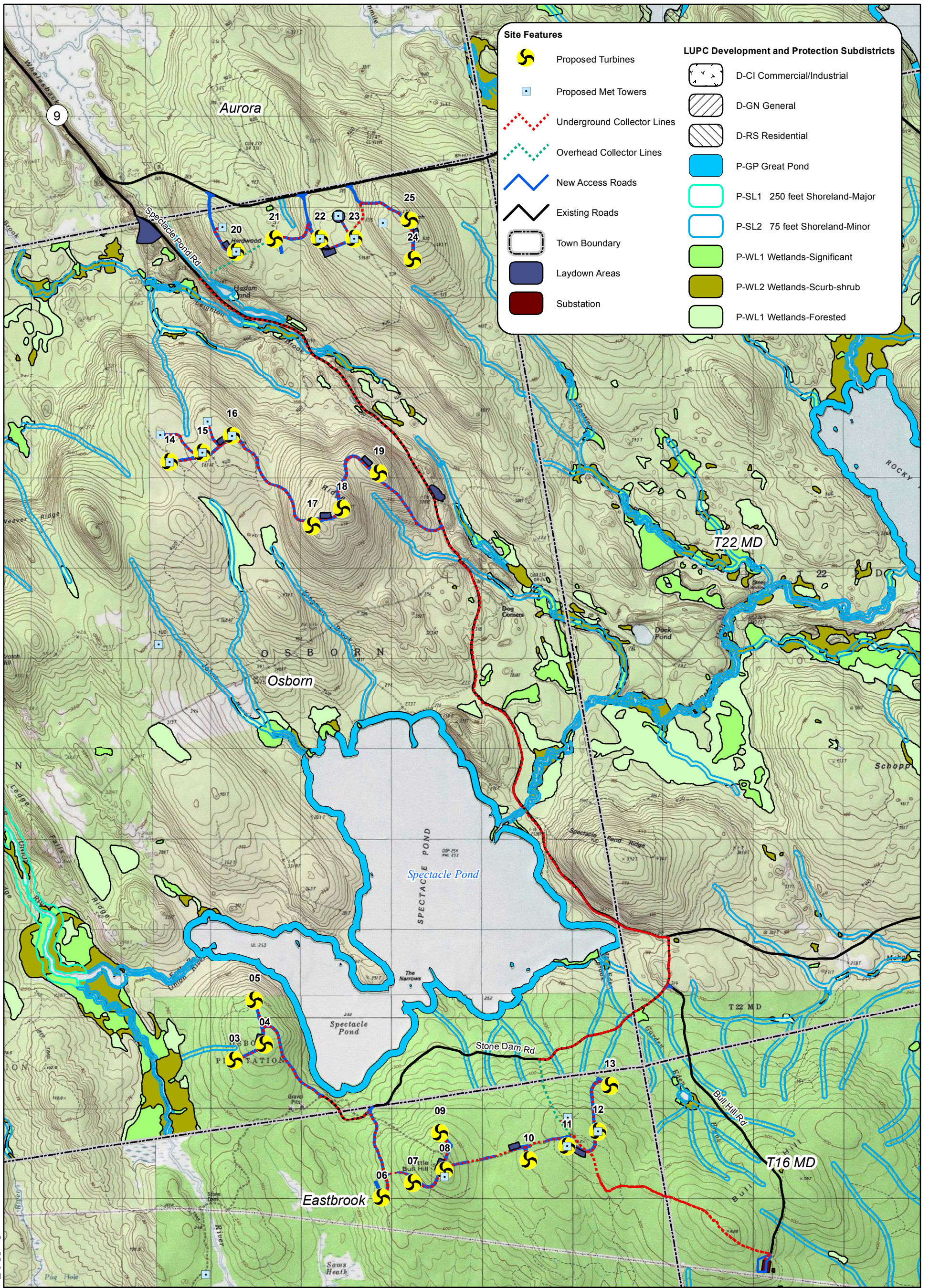
Weaver Wind Project
Hancock County, Maine



Normandeau Associates
8 Fundy Road
Falmouth, ME USA
04105

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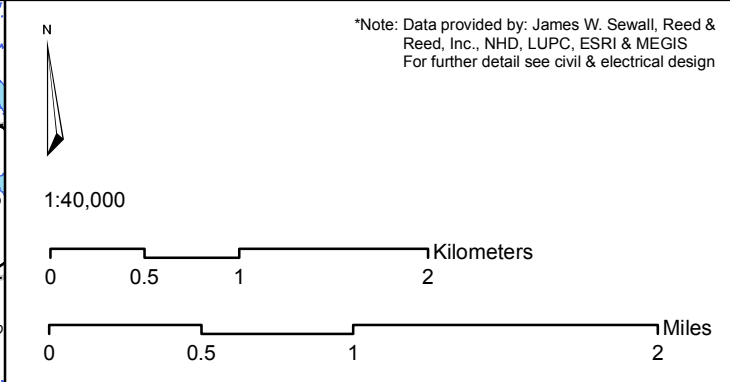
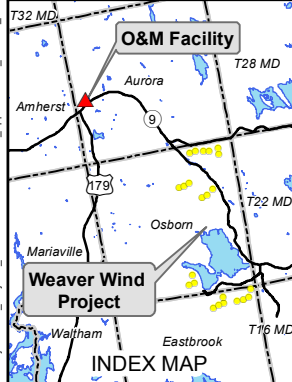
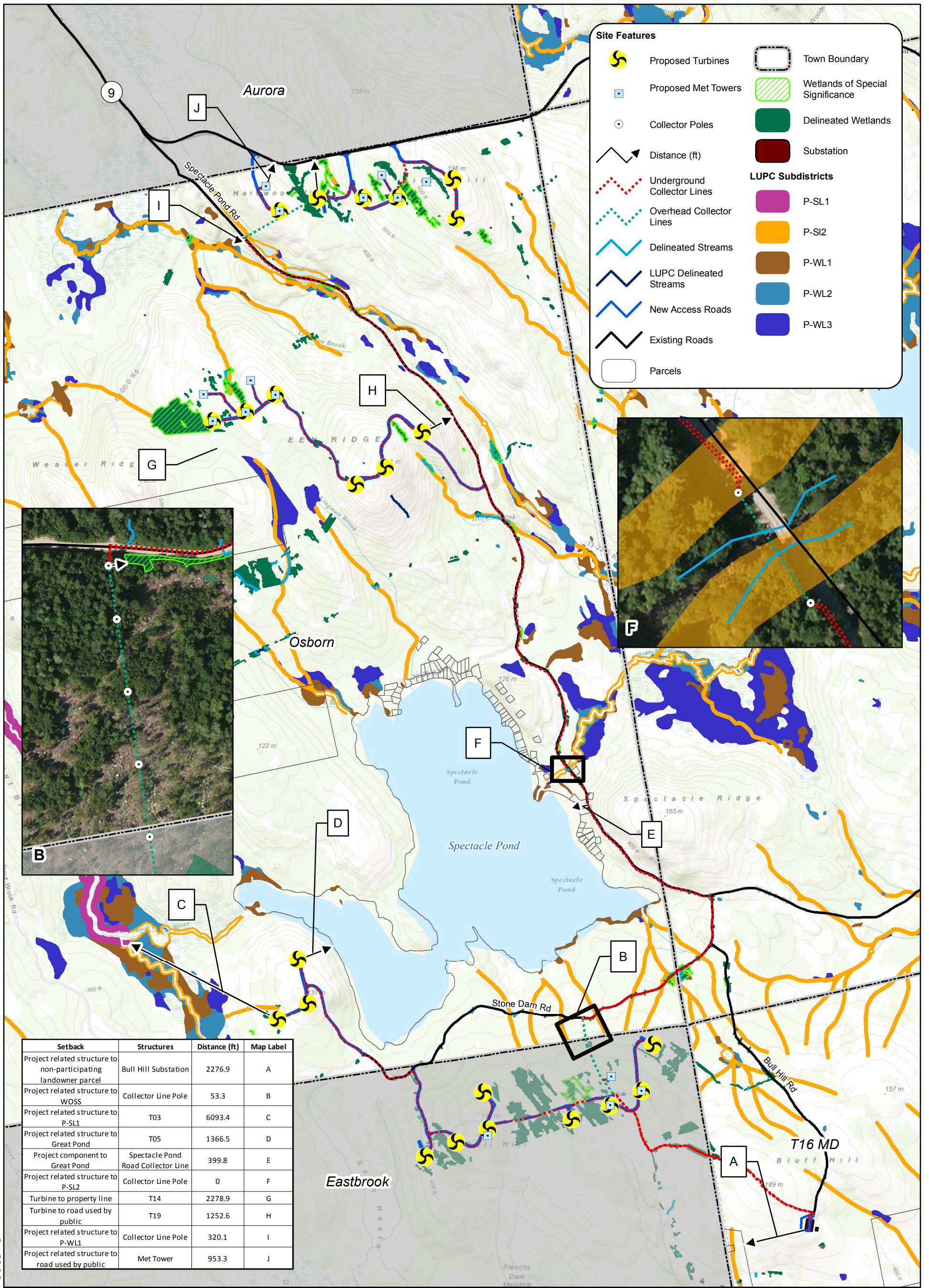


Figure 31-2
Weaver Wind Project
Land Use Guidance

Weaver Wind Project
Hancock County, Maine

NORMANDEAU
environmental consultants

Normandeau Associates
8 Fundy Road
Falmouth, ME USA
04105

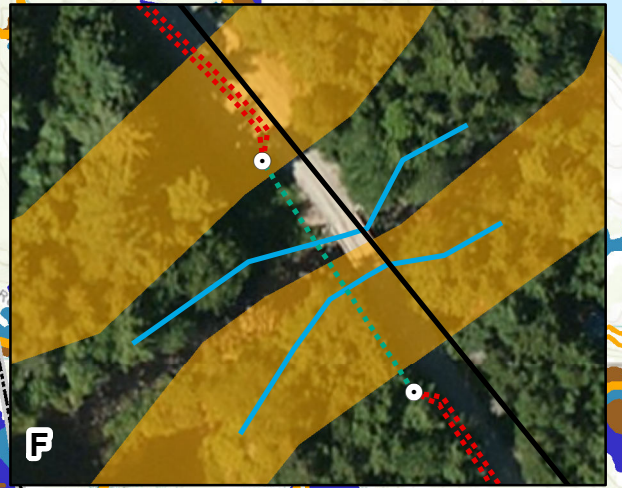


Site Features

- Proposed Turbines
- Proposed Met Towers
- Collector Poles
- Distance (ft)
- Underground Collector Lines
- Overhead Collector Lines
- Delineated Streams
- LUPC Delineated Streams
- New Access Roads
- Existing Roads
- Parcels
- Town Boundary
- Wetlands of Special Significance
- Delineated Wetlands
- Substation

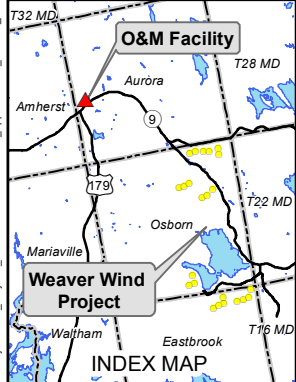
LUPC Subdistricts

- P-SL1
- P-SI2
- P-WL1
- P-WL2
- P-WL3

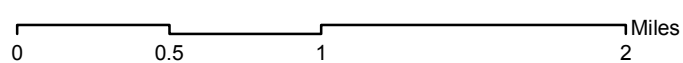
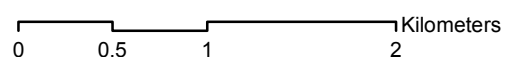


Setback	Structures	Distance (ft)	Map Label
Project related structure to non-participating landowner parcel	Bull Hill Substation	2276.9	A
Project related structure to WOSS	Collector Line Pole	53.3	B
Project related structure to P-SL1	T03	6093.4	C
Project related structure to Great Pond	T05	1366.5	D
Project component to Great Pond	Spectacle Pond Road Collector Line	399.8	E
Project related structure to P-SL2	Collector Line Pole	0	F
Turbine to property line	T14	2278.9	G
Turbine to road used by public	T19	1252.6	H
Project related structure to P-WL1	Collector Line Pole	320.1	I
Project related structure to road used by public	Met Tower	953.3	J

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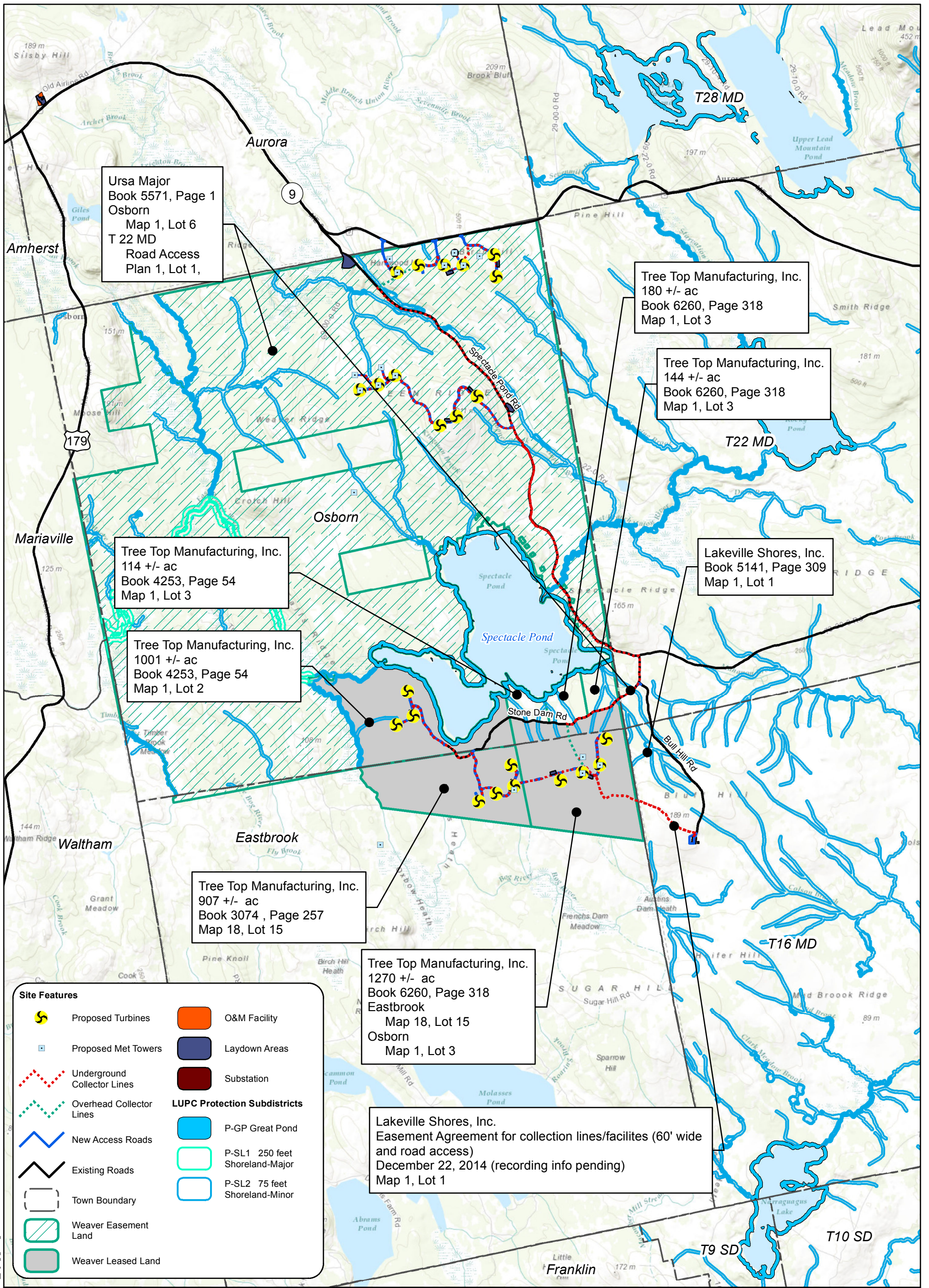
*Note: Data provided by: James W. Sewall, Reed & Reed, Inc., LUPC, Stantec, NHD, ESRI & MEGIS
For further detail see civil & electrical design

Figure 31-3 Dimensional Requirements- minimum setbacks

Weaver Wind Project
Hancock County, Maine



Normandeau Associates
8 Fundy Road
Falmouth, ME USA
04105



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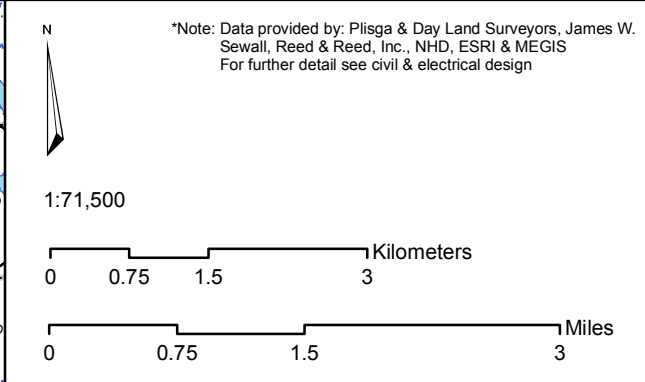
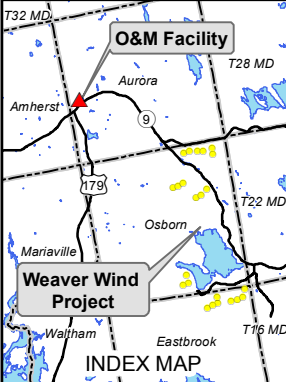


Figure 31-4
Weaver Wind Easement and/or Leased Areas
 Weaver Wind Project
 Hancock County, Maine

NORMANDEAU
 environmental consultants

Normandeau Associates
 8 Fundy Road
 Falmouth, ME USA
 04105

Exhibit 31: 20-Year Land Division Analysis

Weaver Wind has obtained the following easement or lease agreements for all applicable project lands located within LUPC jurisdiction:

URSA MAJOR, LLC AND BBC LAND, LLC (MALONE) - TOWN OF OSBORN AND TWP. 22 MD BPP

- Wind Energy Easement Agreement dated Oct. 22, 2012; Short Form recorded @ Hancock County Registry of Deeds in **Bk 5928 Pg 1**.
- Land Division History: Report updated to Jan. 9, 2015.

TREE TOP MANUFACTURING, INC. - TOWNS OF OSBORN, EASTBROOK & WALTHAM, & TWP. 16 MD BPP

- Land Lease Agreement dated September 23, 2008 (Memorandum recorded at Hancock County Registry of Deeds in **Bk 5304 Pg 184**), as affected by Assignment and Assumption of Lease effective March 23, 2012 and recorded in **Bk 5819 Pg 111**, First Amendment effective March 23, 2012 (Supplemental Memorandum recorded in **Bk 5819 Pg 113**), Assignment and Assumption of Lease effective June 30, 2014 and recorded in **Bk 6255 Pg 277**, and Second Amendment dated Dec. 4, 2014 to add additional Osborn/Eastbrook lands (Supplemental Memorandum recorded in **Bk 6333 Pg 331**).
- Land Division History: Dec. 12, 2014 Report.

LAKEVILLE SHORES - TWP. 16 MD BPP

- Easement Agreement for collection lines and facilities connecting to the Emera Maine substation (similar to that conveyed to Hancock Wind, LLC). This is dated Dec. 22, 2014, and a signed copy is attached to our Dec. 22, 2014 Land Division History Report (recording information not yet available).
- Land Division History: Dec. 22, 2014 Report.

For each agreement, a land division history demonstrating that the agreements do not constitute a subdivision is provided below. Figure 31-4 depicts the parcels under easement or lease that are associated with the project.

MEMORANDUM

To: James Cassida, Normandeau Associates, Inc.

From: Anthony Calcagni, Esq., Verrill Dana LLP

Date: December 12, 2014

Re: Weaver Wind Project
20 year land division history – Property of Tree Top Manufacturing, Inc. in Osborn,
Hancock County

The following is a land division history¹ through December 12, 2014 for the subject parcel in the Town of Osborn, Hancock County, Maine now owned by Tree Top Manufacturing, LLC:

TREE TOP MANUFACTURING SUBJECT PARCEL – TOWN OF OSBORN

The subject parcel in Osborn was acquired by Tree Top Manufacturing, Inc. (“TTM”) by deed from SP Forests LLC dated July 21, 2005. Prior to the ownership of TTM, the parent parcel was conveyed as follows (in chronological order beginning in 1994):

- 1994, January 1: Entire parent parcel is owned by Champion International Corporation by virtue of a merger with St. Regis Corporation as evidenced by a Certificate of Merger effective January 31, 1985 and filed with the Maine Secretary of State on April 1, 1985.
- 2000, December 31: Entire parent parcel is owned by International Paper Company by virtue of a merger with Champion International Corporation effective December 31, 2000 and recorded in the Hancock County Registry of Deeds on January 25, 2001 in Book 3017, Page 191.
- 2001, March 12: Entire parent parcel is conveyed to IP Maine Forests LLC by a Quitclaim Deed with Covenant from International Paper Company dated March 12, 2001 and recorded in said Registry in Book 3036, Page 212. (International Paper Co. reserves mineral rights from this conveyance.)
- ~~2001, March 26: Entire parent parcel is owned by SP Forests LLC by virtue of a merger with IP Maine Forests LLC effective March 26, 2001 and recorded in said Registry on March 27, 2001 in Book 3042, Page 257.~~
- 2003, November 25: Out-parcel conveyed to TTM by deed from SP Forests LLC dated November 25, 2003 and recorded in said Registry on December 17, 2003 in Book 3809,

¹ Granted easements are not addressed in this report.

Page 303. Assuming no other exemption, this lot was the first division in a five-year period and is not counted for subdivision purposes after November 25, 2008.

- 2004, December 30: Parent parcel conveyed to Kennebec West Forest LLC by SP Forests LLC by deed dated December 30, 2004 and recorded in said Registry in Book 4107, Page 70.
- 2004, December 30: International Paper Company conveyed to Kennebec West Forest LLC by Quitclaim Deed dated December 30, 2004 and recorded in Book 4107, Page 133, the mineral rights related to the parent parcel (excepting mineral rights in certain “Mineral Reservation Tracts”).
- 2005, July 21: Kennebec West Forest LLC conveys 1,540± acre subject parcel to TTM by deed dated July 21, 2005 and recorded in Book 4253, Page 54. (This parcel was not contiguous with the parcel conveyed to TTM back on November 25, 2003.) Kennebec West Forest retained the remaining land (believed to be 18,380± acres) for forest management purposes (*see* LURC Advisory Ruling AR 08-33 ¶3(c) (Jan. 6, 2009) – “The remaining 18,380 acres of Tract 8 was retained by KWF for forestry and was exempt from being counted toward subdivision.”). This conveyance is not counted for subdivision purposes after July 21, 2010.
- 2006, April 19: TTM conveys a 245± acre parcel in the Town of Osborn to WGJ Maine Properties, LLC by deed dated April 19, 2006 and recorded in Book 4467, Pg 33. This conveyance is not counted for subdivision purposes as it is a conveyance to an abutter; WGJ Maine Properties having acquired an adjacent parcel in the Town of Eastbrook on April 18, 2006.
- 2007, August 17: TTM conveys a 180± acre parcel in the Town of Osborn to WGJ Maine Properties, LLC by deed dated August 17, 2007 and recorded in Book 4830, Pg 263. This is a conveyance to an abutter and as such is not counted for subdivision purposes.
- 2008, September 23: TTM leases to Blue Sky East, LLC, 1001± acres of the remaining 1,115± acre subject parcel (i.e., all but 114± acres of the subject parcel) by Land Lease Agreement dated September 23, 2008, recorded in Book 5304, Page 184 (the “Land Lease”). TTM retains the remaining 114 acre parcel. This was the first division of the subject parcel within a five year period. TTM still owns this 114± acre parcel as of December 12, 2014, and it is our understanding that it has been used by TTM solely for forestry purposes.
- 2014, June 30: ~~By Assignment and Assumption of Lease effective June 30, 2014 and recorded in Book 6255, Page 277, the Lessee’s entire interest in the Land Lease is assigned to Weaver Wind, LLC.~~
- 2014, August 1: By Deed from WGJ Maine Properties, LLC to TTM dated August 1, 2014 and recorded in Book 6260, Page 318, TTM re-acquires the entirety of (i) the 245± acre parcel in the Town of Osborn described above (Book 4467, Pg 33) and (ii) the 180± acre parcel in the Town of Osborn described above (Book 4830, Pg 263).

- 2014, December 4: By Amendment dated December 4, 2014 and evidenced by Supplemental Memorandum of Lease (copy attached),² the Land Lease is amended by TTM and Weaver Wind, LLC to add approximately 98 acres of land in the Town of Osborn (and approximately 1172 adjacent acres in the Town of Eastbrook) to the leased Premises. The additional 98± acres is adjacent to the existing leased Premises, and therefore may be deemed a transfer to an abutter.

ATTACHMENT: Supplemental Memorandum of Lease from Tree Top Manufacturing, Inc.

² Sent for recording at Hancock County Registry of Deeds; recording information not yet available.

SUPPLEMENTAL MEMORANDUM OF LEASE

THIS SUPPLEMENTAL MEMORANDUM OF LEASE is made by and between **TREE TOP MANUFACTURING, INC.**, a Maine corporation having a mailing address of 382 Cave Hill Road, Waltham, Massachusetts 04605 ("Lessor"), and **WEAVER WIND, LLC**, a Delaware limited liability company having a mailing address of c/o First Wind Energy, LLC, 179 Lincoln Street, Suite 500, Boston, MA 02111 ("Lessee").

WHEREAS, Lessor and Lessee are parties to that certain Land Lease Agreement dated September 23, 2008 (a Memorandum of which having been recorded at the Hancock County Registry of Deeds in Book 5304, Page 184), as affected by Assignment and Assumption of Lease effective March 23, 2012 and recorded at the Hancock County Registry of Deeds in Book 5819, Page 111, First Amendment effective March 23, 2012 (a Supplemental Memorandum of which having been recorded at said Registry in Book 5819, Page 113), and Assignment and Assumption of Lease effective June 30, 2014 and recorded at said Registry in Book 6255, Page 277 (collectively, the "Lease"), relating to certain "Property" and "Premises" located in the towns of Eastbrook, Osborn, and Waltham, and in Township 16 MD BPP, Hancock County, Maine and more particularly described in the Lease;

WHEREAS, by Second Amendment to Land Lease Agreement of near or even date herewith, Lessor and Lessee amended the Lease to re-define the Property and the Premises to include certain additional adjacent lands said Towns of Eastbrook and Osborn, Hancock County, Maine, and modify certain other provisions of the Lease

NOW THEREFORE, Lessee and Lessor hereby acknowledge as follows with respect to the amended Lease, with capitalized terms used but not defined herein having the meanings ascribed in the Lease:

1. **PROPERTY AND PREMISES.** The lands in the Towns of Eastbrook and Osborn, Hancock County, Maine described on the attached Exhibit A-2 and depicted on the attached Exhibit B-2, together with the non-exclusive access right over adjacent land of Lessor, on the same terms as set forth in Section 1 of the Lease, over, under and along a one hundred foot (100') wide right-of way centerlined on the 73-34-00 Road, are hereby added to both the "Property" and the "Premises" described in the Lease, and all references in the Lease to either the "Property" or the "Premises" shall hereafter include said additional adjacent lands and right-of-way.
2. **TERM; INITIAL RENT.** The first paragraph of Section 3.1 of the Lease is deleted in its entirety and replaced with the following:

The Initial Term of this Lease shall consist of a Development Term and a Base Term. The "Development Term" shall commence on the Effective Date and end on the Commencement Date, unless sooner terminated by Lessee pursuant to the terms of this Lease, or by Lessor pursuant to Section 3.1.1 below. The "Base Term" shall commence

on the Commencement Date and continue until midnight on December 31 following the twenty-fifth (25th) anniversary of the Commencement Date.

3. COMMENCEMENT DATE. The definition of "Commencement Date" in Section 4 of the Lease is amended to mean the first (1st) day of the month following the date of commencement of construction of the Project, which for purposes hereof shall mean the pouring of the first foundation for the WTGs for the Project.
4. PROJECT. The Parties hereby acknowledge that the "Project," as defined in Section 4 of the Lease and as used in the Lease, shall mean the wind power project consisting of 1.5-5.0 MW wind turbine generators, towers equipment, facilities infrastructure and substructures that Lessee plans to develop, construct and operate in or around Eastbrook and Osborn, Maine, to be located on some portion of the Property (as hereby amended). For the sake of clarity, the Project does not include either the separate wind power project known as "Bull Hill Wind" developed by Blue Sky East, LLC on lands located in and near Township 16 MD BPP, Hancock County, Maine, or the separate wind power project known as "Hancock Wind" proposed by Hancock Wind, LLC on lands located in and near Township 22 MD BPP, Hancock County, Maine.
5. EFFECT. This Supplemental Memorandum shall be recorded at the Hancock County Registry of Deeds, and, upon such recording, shall serve to modify, but not replace, that certain Memorandum of Lease recorded at said Registry in Book 5304, Page 184, as modified by Supplemental Memorandum of Lease recorded at said Registry in Book 5819, Page 113. Said Memoranda and this Supplemental Memorandum have been prepared for the purpose of making a public record of the amended Lease, and it is intended that the parties shall be subject to all of the provisions of the amended Lease and that nothing herein shall be construed or deemed to alter or change any of the terms or provisions of the amended Lease.

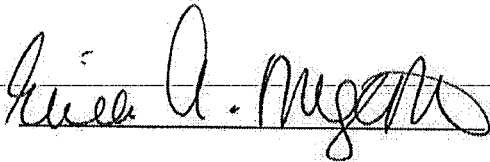
IN WITNESS WHEREOF, the parties hereto have set their hands and affixed their respective seals effective as of December 4, 2014.

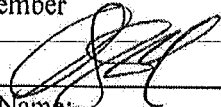
WITNESS:

LESSEE:

WEAVER WIND, LLC

By: MAINE WIND HOLDINGS, LLC
Its Member



By: 
Print Name: _____
Title: ARTHUR J. SNELL
ASSISTANT SECRETARY

WITNESS:

M GLOUM

LESSOR:

TREE TOP MANUFACTURING, INC.

By: Duane H Jordan
Print Name: Duane H Jordan
Title: PPS

Acknowledgment of Lessor

STATE OF MAINE

COUNTY OF HANCOCK

Then personally appeared the above-named Duane Jordan of Tree Top Manufacturing, Inc., and acknowledged the foregoing instrument to be his/her free act and deed in said capacity and the free act and deed of Tree Top Manufacturing, Inc.

M GLOUM
Print Name: _____
Notary Public

Madeline Lu Glover
Notary Public, State of Maine
My Commission Expires October 2, 2021

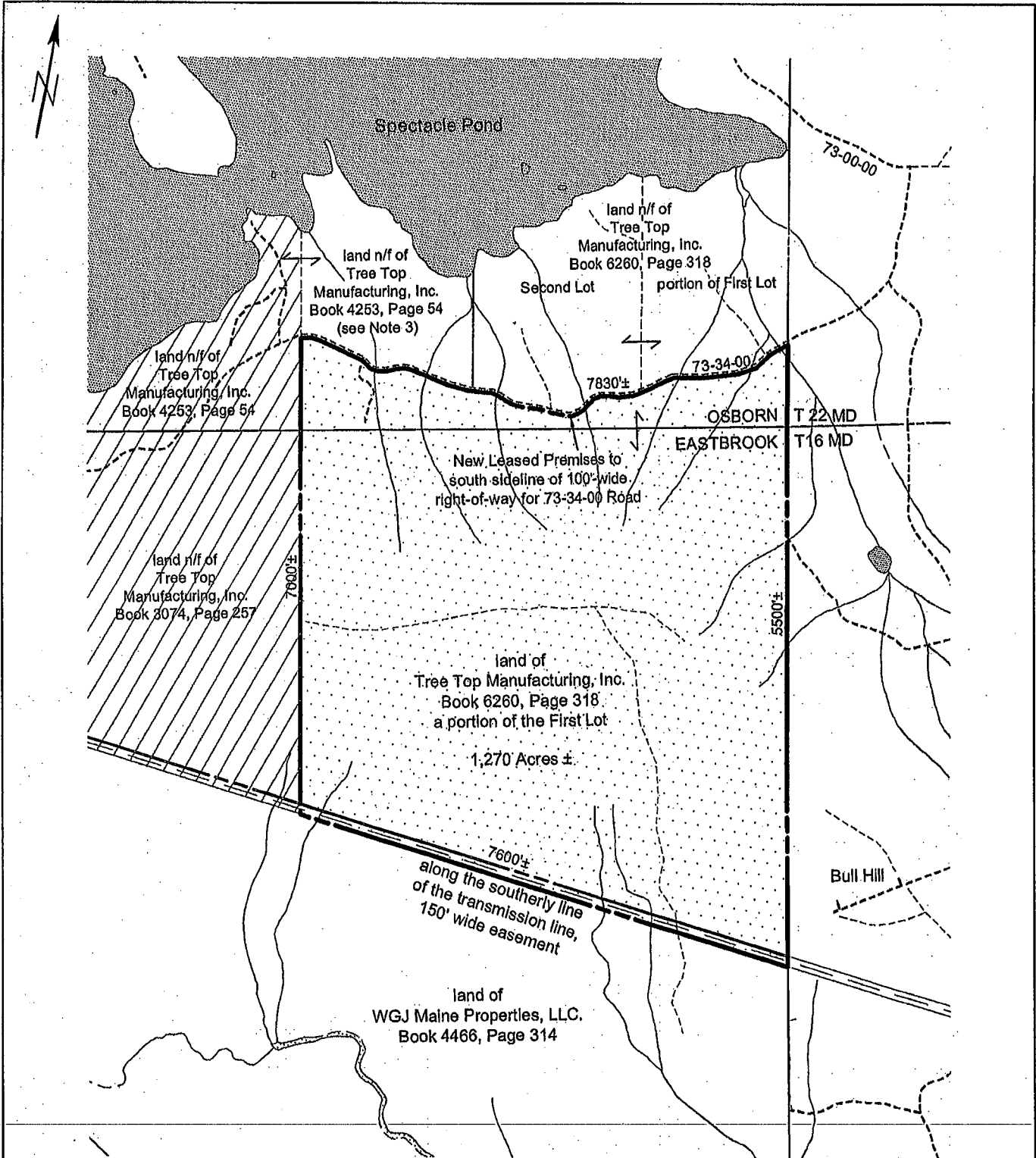
EXHIBIT A-2
Additional Property/Premises

Towns of Eastbrook and Osborn:

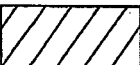
That certain parcel of land generally shown on Exhibit B-2 attached hereto as the 1,270± acre area bounded on the north by the south sideline of the right of way for Road 73-34-00 (measured fifty feet (50') southerly of the road centerline), bounded on the east by the east line of the Towns of Osborn and Eastbrook, bounded on the south by the south sideline of the electric transmission line easement, and bounded on the west by the east line of land leased to Lessee under the Lease as of the date hereof, being the west line of the "FIRST LOT" described in the Deed from WGJ Maine Properties, LLC to Lessor dated August 1, 2014 and recorded at the Hancock County Registry of Deeds in Book 6260 Page 318.

SUBJECT TO the restrictive covenant affecting said FIRST LOT, and subject to easements and rights of way in favor of Lessor and reserved by the grantor, as set forth in said Deed from WGJ Maine Properties, LLC to Lessor recorded in Book 6260 Page 318.

EXHIBIT B-2
Sketch plan of additional Property/Premises



Area to be added to Leased Premises



Existing Leased Premises Book 5304, Page 184

Exhibit B-2
Tree Top Manufacturing Inc.
 Book 6260, Page 318
 Book 4253, Page 53
 Eastbrook & Osborn, Maine
 1"=2000'

NOTES:

- (1) This sketch is not the result of a Standard Boundary Survey, boundaries depicted are approximate.
- (2) Documents referenced on this sketch are recorded in the Hancock County Registry of Deeds.
- (3) 114 +/- acre parcel excepted from original leased Premises Book 5304, Page 184

Proj. #10039
 November 6, 2014