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DEBORAH L PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

⊗ Prepared By: Kirk Kraft, P.O. Box 439, De Soto, IA 50069 (641) 529-1602
Return To: Stephen Dryden, P.O. Box 439, De Soto, IA 50069

MEMORANDUM OF WIND FARM OPTION AGREEMENT

This is a Memorandum ("Memorandum") of a Wind Farm Option Agreement ("Agreement") signed at the same time as this Memorandum between DALE AND SHIRLEY MANTERNACH HUSBAND + WIFE whose address for purposes of this Memorandum is 1438 265TH ST, MANCHESTER, IA 52057, its successors and assigns ("Owner"), as grantor, and Independence Wind Energy LLC, an Iowa limited liability company, whose address for purposes of this Memorandum is 7 Ellefson Drive, P.O. Box 439, De Soto, IA 50069, its successors and assigns ("Independence"), as grantee, pertaining to Owner's Property legally described on the attached copy of **Exhibit A** to the Agreement. PAGE 4 AND 5

1. **Easements.** The Agreement is an option with respect to the Owner's Property for a Wind Farm Easement Agreement granted by Owner in favor of Independence including any or all of the following easements: turbine site, meteorological tower site, access, collection facilities, collection line, overhang, construction, wind non-obstruction, sound, and light and shadow and other easements.

2. **Exercise of Options.** Exercise of the Option Agreement as to a portion of Owner's Property and/or exercise to obtain a overhang, construction, wind non-obstruction, sound, and light and shadow easements as to all or a portion of Owner's Property shall not terminate the Option Agreement.

3. **Term of Option.** The term of the Agreement ends December 31, 2017, provided Independence may extend the Agreement for a one year period through December 31, 2018, as more specifically provided in the Agreement.

4. **Record of Termination of Option Agreement.** If the Agreement is terminated or allowed to expire without being exercised or extended, Independence will file a notice of termination of the Agreement in the public records. If Independence, when obligated to do so, fails to file a notice

of termination, then Owner may file Owner's affidavit of termination of the Agreement and proof of service of a copy of the affidavit on Independence according to the notice procedures of the Agreement. Unless Independence files in the public records a written objection or denial of termination within thirty (30) days after service on it of the affidavit, the affidavit shall have the same effect as a notice of termination by Independence.

5. **Assignment.** The Agreement runs with the land. Independence may freely transfer its rights under the Agreement to others. Owner may freely sell, mortgage, or lease Owner's Property to others. Any such assignment, sale, mortgage, lease or other form of transfer shall be subject to the terms and requirements of the Agreement.

INDEPENDENCE:

Independence Wind Energy LLC
an Iowa limited liability company

By _____

KIRK KRAFT, Authorized Representative

STATE OF IOWA, DELAWARE COUNTY) SS:

This record was acknowledged before me on January 29, 2015 by Kirk Kraft as authorized representative of Independence Wind Energy LLC.

_____
Notarial Officer
My commission expires: 9-14-17

STAMP

JULIE A. SCHMITZ
Commission Number 224151
My Commission Expires
September 14, 2017

[OWNER'S SIGNATURES BEGIN ON NEXT PAGE]

OWNER: Signature: Dale Manternach

Printed Name: DALE MANTERNACH

OWNER: Signature: Shirley Manternach

Printed Name: SHIRLEY MANTERNACH

OWNER: Signature: _____

Printed Name: _____

OWNER: Signature: _____

Printed Name: _____

Individual Acknowledgments

STATE OF IOWA, DELAWARE COUNTY) SS:

This record was acknowledged before me this 28TH day of JANUARY, 2015 by

DALE + SHIRLEY MANTERNACH HUSBAND AND WIFE.
name(s) of person(s) and marital status

KIRK KRAFT
Notarial Seal - IOWA
Commission No. 744693
My Commission Expires January 09, 2016

Kirk Kraft
KIRK KRAFT Notarial Officer
My commission expires: JAN. 09, 2016

STAMP

STATE OF IOWA, _____ COUNTY) SS:

This record was acknowledged before me this ____ day of _____, 20__, by

_____.
name(s) of person(s) and marital status

_____
Notarial Officer
My commission expires: _____

STAMP

EXHIBIT A

LEGAL DESCRIPTION OF OWNER'S PROPERTY

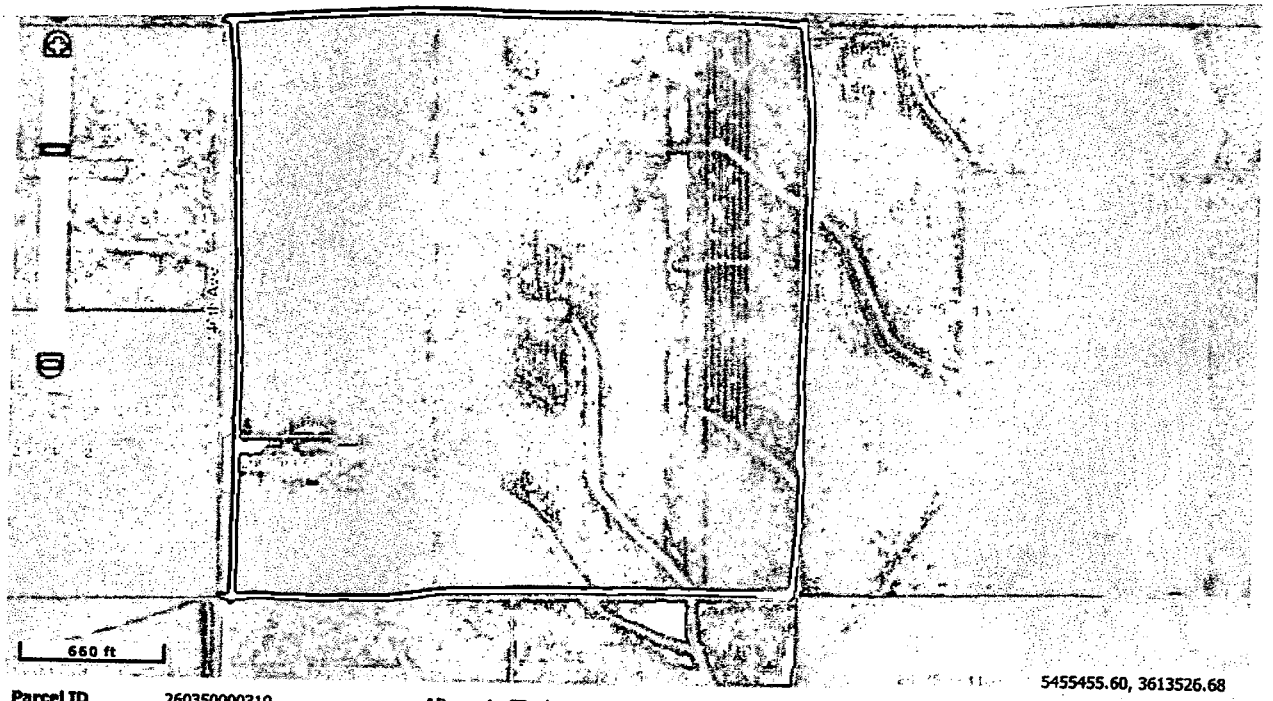
Owner agrees that the following legal description is subject to correction to reflect an accurate legal description to be provided by an abstractor or title insurer based on an accurate representation of the county records and, if necessary, based on a survey obtained at Independence's expense. Acreage is also subject to correction to conform to the accurate legal description.

The Northwest Quarter (NW 1/4) of Section Thirty Five (35), Township Eighty Eight (88) North, Range Six (6), West of the Fifth P.M., except the North two hundred sixty four (264) feet of the South seven hundred forty two (742) feet of the West six hundred fifty two (652) feet thereof.

Acreage of Owner's Property per County Assessor's Records: 153.85

D M

SM



Parcel ID	260350000310	**Alternate ID**	n/a	**Owner Address**	Manternach, Dale D & Shirley M
Sec/Twp/Rng	35-88-6	**Class**	A		1438 265th St
Property Address		**Acreage**	153.85		Manchester, IA 52057-
District	PRAIRIE				
Brief Tax Description	NW 1/4 EX N 264' S 742' W 652'				

EXHIBIT A

LEGAL DESCRIPTION OF OWNER'S PROPERTY

Owner agrees that the following legal description is subject to correction to reflect an accurate legal description to be provided by an abstractor or title insurer based on an accurate representation of the county records and, if necessary, based on a survey obtained at Independence's expense. Acreage is also subject to correction to conform to the accurate legal description.

The Northeast Quarter (NE¼) of the Southwest Quarter (SW¼) of Section Twenty Five (25), Township Eighty Eight (88) North, Range Six (6) West of the Fifth P.M.

The South Half (S½) of the Northwest Quarter (NW¼) and the Northwest Quarter (NW¼) of the Southwest Quarter (SW¼) of Section Twenty Five (25), Township Eighty Eight (88) North, Range Six (6), West of the Fifth P.M., subject to public highways and easements of record

Acreage of Owner's Property per County Assessor's Records: 116

DM
SM



Parcel ID 260250000300 Alternate ID n/a Owner Address Manternach, Dale D & Shirley M

Sec/Twp/Rng 25-88-6

5460797.43, 3617746.39

166+190