

49-15-16

CERTIFICATE

On this 23rd day of November 2015, the undersigned, Board of County Commissioners of Texas County, Oklahoma (the "County"), hereby represents, warrants and certifies to Goodwell Wind Project, LLC, a Delaware limited liability company (the "Company"), and to Douthit Frets Rouse Gentile and Rhodes, LLC in connection with its rendering an opinion letter in connection with the closing of a tax equity investment transaction relating to the Goodwell Wind Project (the "Wind Project") as follows:

1. The undersigned constitute all of the current Board of County Commissioners of Texas County, Oklahoma.
2. The County is a party to that certain Road Maintenance Agreement, dated August 4, 2014, by and between the Company and the County, as amended by that Amendment No. 1, dated November 3, 2014, by and between the Company and the County (collectively, the "RMA").
3. Other than the RMA and necessary road crossing permits, no governmental permit, approval, authorization, license, consent, exemption, registration, filing, notification, or other form of governmental permission or notice required to be obtained from or submitted to the County (each a "Permit") is required in connection with the construction, ownership, operation, and maintenance of the Wind Project in Texas County.
4. The RMA is properly vested in the Company for the benefit of the Wind Project, and the RMA is validly issued, final and non-appealable and in full force and effect.
5. Neither the Company nor the Wind Project is in violation of the RMA.
6. The Company has not entered into a stipulation with the County other than as expressly set forth in the RMA.
7. There are no legal or governmental proceedings pending against the Company or the Wind Project brought by the County contesting the validity or alleging a breach of the RMA or contending that any additional material Permit is currently necessary for the operation of the Wind Project.

[Signature Page Follows]

IN WITNESS WHEREOF, the County has certified the foregoing and executed this Certificate the day and year first above written.

COUNTY:

BOARD OF COUNTY COMMISSIONERS
OF TEXAS COUNTY, OKLAHOMA



Ted P. Keeling, Commissioner, District 1


Richard Bryan, Commissioner, District 2


Jack Strain, Commissioner, District 3



ATTEST:


Wendy Johnson, Texas County Clerk

APPROVED AS TO FORM:

By: 
Name: James M. Boring
Title: Texas County Attorney