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June 2011

Neil Kiely
First Wind
129 Middle Street, 3rd Floor
Portland, ME 04101

Dear Neil,

It is the understanding of the Forest Society of Maine that The Bowers Mountain Fund (the Fund), as outlined in the attached description, will be established at the Forest Society of Maine (FSM) subject to the approval of the Bowers Wind Project by the Maine Land Use Regulation Commission (LURC), including approval of the Fund.

The Fund will be established upon the initial contribution of \$120,000 from Champlain Wind, LLC, an affiliate of First Wind (the Donor), payable no later than 30 days following commencement of commercial operation, which shall mean the date set forth in a notice to the transmission owner and the system operator in accordance with and pursuant to the interconnection agreement governing the Bowers Wind Project, and 19 additional contributions of \$20,000 each to be made by the Donor each subsequent year by the anniversary of the initial contribution, or as otherwise may be required by the terms and conditions of the Land Use Regulation Commission permit for the project.

FSM would be pleased to serve in an administrative capacity for such a fund associated with the Bowers Wind Project, if the Project along with the Fund were approved by LURC. We look forward to working together to help facilitate grants benefitting the communities located near this Project.

If the foregoing agrees with the understanding of Champlain Wind LLC, an affiliate of First Wind, please attest to that by signing below.

Sincerely,

Alan Hutchinson
Executive Director

Read and agreed to Champlain Wind, LLC:

By: _____

Its: _____



The Bowers Mountain Fund
(proposed)

The Bowers Mountain Fund (the Fund) is hereby established at the Forest Society of Maine (FSM) with an initial contribution of \$120,000 from Champlain Wind, LLC, an affiliate of First Wind (the Donor), and 19 additional contributions of \$20,000 each to be made by the Donor each subsequent year by the anniversary of the signing of this Fund agreement. The purpose of the Fund and grants from the Fund is to support and enhance natural resource conservation and public access and recreational opportunities related to the woods and waters in Carroll, Kossuth, and Lakeville townships and vicinity. FSM understands and acknowledges that the Fund is being established in part to implement the community benefits package requirement set forth in 35-A M.R.S.A. §3454(2) and that any material changes to the Fund may require the review and approval of the Maine Land Use Regulation Commission.

Priorities for grants from the Fund are: 1) helping provide support for land acquisition or other important, natural resource-related conservation projects in the area; 2) helping ensure public access for traditional recreational uses, with water access being a particular priority; and 3) helping provide infrastructure for and management support of traditional public recreational uses such as campsites and day use sites. Activities and projects viewed as advancing those priorities include but are not limited to the following: mapping and comprehensive natural resource conservation planning; protection through fee purchase or conservation easements of important natural resources and open space of statewide or local significance, such as significant fish, wildlife, or other natural habitat; scenic outlooks, trails, and great pond access; management planning; and natural resource educational activities. Additionally, preference will be given to projects where grants from the Fund would help leverage other funds.

Grants from the Fund will be made by FSM based upon the recommendation of a Fund Advisory Committee (the "Committee"). FSM is not required to implement the recommendations of the Committee, but will seek to do so as long as those recommendations are consistent with the purposes set forth herein. The Committee will consist of four voting members and one non-voting member. The voting members shall include a person who owns property in Carroll Plantation, a person who owns property in Kossuth, and a person who owns property in Lakeville. These voting members must be knowledgeable of conservation and outdoor

Within five years following the date of signing, and periodically thereafter, FSM will review and report to the Committee and Donor on the overall activities related to the Fund, FSM's role as administrator of the Fund and any recommendations FSM's board may be considering in regard to the Fund.

Date: _____ Approved by: _____
First Wind Authorized Signature (Donor)

Date: _____ Approved by: _____
FSM Authorized Signature (Administrator)

Bowers Mountain Fund Advisory Committee Charter PROPOSED

Purpose:

Provide direction for the distribution of grants from the Bowers Mountain Fund for the purposes described in The Bowers Mountain Fund agreement.

Member Responsibilities:

- Serve as a liaison to their communities of Carroll Plantation, Kossuth, and Lakeville to maintain an understanding of needs that could benefit from grants from the Bowers Mountain Fund
- Attend fund advisory committee meetings, serve as source of ideas for possible grant recipients and bring suggestions to the committee's attention
- Review grant applications and vote on funding recommendations for FSM to consider.
- Follow up with grantees on an as-needed basis including possible site visits
- Review grant program effectiveness periodically

Voting:

The approval of a majority of the voting members of the committee shall be required for any action of the committee except unanimous approval is required for withdrawal of Fund principal. In the event of a tie, the FSM, may, but shall not be obligated to, cast the tie-breaking vote.

Ex-officio member role: (FSM)

- Develop grant application and other necessary documents and materials
- Distribute grant applications and instructions to those selected by the committee
- Receive and manage grant applications and reports and distribute to committee members
- Through its board of directors act upon fund advisory committee recommendations for grant awards and expenditures
- Notify applicants of results of grant-making decisions
- Produce checks and contracts for grants
- Schedule, attend, and facilitate annual Advisory Committee meeting
- Determine fund value annually and report to committee prior to annual meeting