

Zoning Application
to the
Town of Orangeville
for the
Stony Creek Wind Farm

Submitted by Stony Creek Energy LLC

October 1, 2009





Zoning Application to the Town of Orangeville

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Invenergy

Company Overview

Invenergy, headquartered in Chicago, Illinois, is an energy company focused on the development and operation of large-scale wind energy and other clean energy generation projects in the United States, Canada and Europe.

The company was founded in 2001 by a management team with exceptional experience in the wholesale electric power industry. Since its start in 2001, Invenergy has grown to employ over 300 energy professionals, working at Invenergy's Chicago headquarters, at regional development offices in Minneapolis, Austin, Denver, Washington D.C., Toronto, and San Francisco, and at Invenergy's operating wind and thermal plants located around the U.S. and Canada.

As of fall 2009, Invenergy owns and operates 14 wind energy projects (approximately 1,500 MW of generating capacity) and five gas-fired facilities with approximately 2,200 MW of generating capacity. Over the past several years, Invenergy has built wind projects at a pace such that two to three projects are under construction at any given time. As of fall 2009, approximately 400 MW of wind energy projects are under construction, and nearly 100 other wind projects are in active development. The

company also has many new solar and natural gas projects in development.

Invenergy has significant expertise in all areas required for reliable electric power generation to serve its utility customers and the host communities where the facilities are located. With industry-leading experience in development, engineering, marketing, finance, construction, and plant operations, Invenergy is recognized as a partner able to deliver dependable and well-planned wind energy and thermal projects.

In 2008, Invenergy was one of the top five largest owners of wind generation assets in the United States. —*2008 Annual Wind Industry Report by the American Wind Energy Association*



Camp Springs Wind Energy Center - Texas

Management Team

The members of Invenergy's senior management team have an average experience of approximately 25 years in diverse areas of the energy market.

President, Michael Polsky

The CEO and President of Invenergy, Michael Polsky, is a widely recognized leader in the energy industry. Mr. Polsky has nearly 30 years of experience in the energy industry and is widely recognized as a pioneer and industry leader in cogeneration and independent power project development. He possesses a unique combination of engineering and business education, experience and expertise and has written and lectured regularly on industry topics. Mr. Polsky founded Invenergy LLC and has led Invenergy's rapid growth as a major player in the development, acquisition and ownership of wind and thermal generating facilities.

Senior Management

Jim Murphy, Executive Vice President, Chief Financial Officer and Chief Operating Officer. Mr. Murphy is responsible for all investment transactions, corporate and project finance efforts and general management of Invenergy and is a member of the company's founding group. Mr. Murphy has 29 years of financial and management experience, primarily in the energy industry. He has managed the negotiation and execution of over \$7 billion in private equity investments, multiple power plant acquisitions and wind and thermal project debt and equity financings. In 2005 he conceived and led the \$400 million portfolio financing of three U.S. wind farms, a transaction that was awarded Project Finance International magazine's Environmental Deal of the Year and Project Finance magazine's North American Portfolio Finance Deal of the Year. Education: BS from the University of Illinois, magna cum laude; Certified Public Accountant.

Mark Leaman, Senior Vice President, Marketing. Mr. Leaman, who has nearly 20 years of experience in the electric power industry, is responsible for managing the company's power marketing and sales transactions. A part of Invenergy's founding group, he was previously responsible for launching the company's wind energy business and managing the company's thermal business development group. Education: MS in Industrial Administration from Purdue University; BS in Mechanical Engineering from Purdue University.

Jim Shield, Senior Vice President, Development. Mr. Shield is responsible for the development of Invenergy's wind, solar and thermal energy projects worldwide. He has over 20 years of experience in all aspects of the power generation field including business development, permitting, engineering, thermal cycle analysis, project management and operations. He has worked on wind, coal, natural gas, cogeneration, biomass, solar and nuclear projects. Mr. Shield has developed over 7,500 MW of power projects and negotiated 2,500 MW of long-term energy offtake agreements. Education: MBA from DePaul University; BS in Mechanical Engineering from the University of Michigan - Ann Arbor; Registered Professional Engineer in the State of Illinois.

Vice Presidents

- Mick Baird, Vice President, Development (U.S. Western Region).
- Joseph Condo, Vice President and General Counsel
- Andrew Flanagan, Vice President, Development (Canada and Europe)
- Alex George, Vice President, Project Operation and Maintenance
- Dave Groberg, Vice President, Development (U.S. Eastern Region and Off-shore)
- Jerry Levy, Vice President, Administration
- Heather Otten, Vice President, Development (Texas, Oklahoma, Kansas, Arkansas)
- Enio Ricci, Vice President, Solar Development
- Steve Ryder, Vice President, Portfolio Management
- Bryan Schueler, Vice President, Development (U.S. Central Region)
- Kris Zadlo, Vice President, Regulatory Affairs and Transmission

Development Capabilities

Invenergy's success at building and operating clean energy projects starts with an experienced and capable development team. Invenergy's developers understand that relationships with local communities are the first step in building successful long term projects, and they are the first to demonstrate Invenergy's commitment to local host communities. Developers' responsibilities include



High Sheldon Wind Farm - New York

identification of potential new projects and management of these projects from initial identification until the point where they are ready for construction. This involves negotiating land agreements, discussing the project with the community, managing engineers and environmental consultants on the project design, ensuring necessary permits are in place, and supporting engineers, construction managers, and asset managers as projects transition from development, to construction, and then to operation.

Invenergy development activities are managed regionally, with development offices and developers located in the region in which the projects are located.

Power Sales Experience

The management team of Invenergy has significant experience in the execution and implementation of power purchase agreements. Invenergy has executed power purchase agreements with a number of electricity providers including:

- Madison Gas & Electric Company
- Northern States Power Company
- Seminole Electric Cooperative
- Tampa Electric Co.
- Tennessee Valley Authority
- Wisconsin Public Power Inc.
- Wisconsin Public Service Corporation
- Xcel Energy (multiple PPAs)
- AEP (multiple PPAs)
- Hydro-Quebec
- Northwestern
- PacificCorp
- Alliant
- Ontario Power Authority
- Los Angeles Department of Water & Power



Buffalo Mountain Wind Energy Center - Tennessee

Project Finance Experience

Invenergy is extremely familiar with the financing requirements of commercial electricity generation projects, having secured over \$3.5 billion for its operating projects from a range of debt and equity investors. The table below summarizes representative project financings Invenergy has closed.

Project	Investment	Lead Bank(s)
Buffalo Mountain	\$45,000,000	Dexia
Camp Springs	\$640,000,000	Dexia, Prudential
Cannon Falls	\$200,000,000	RBS
Forward	\$200,000,000	Dexia, Nord LB
Grays Harbor	\$215,000,000	RBS
IWFC	\$410,000,000	Dexia
Middle South	\$450,000,000	HVB
Spindle Hill	\$150,000,000	RBS
St. Clair	\$475,000,000	RBC
Stanton	\$210,000,000	Dexia, Natixis
Coastal States	\$500,000,000	HVB
TOTAL	\$3.495 Billion	Na

Project Engineering and Construction

Invenergy's engineering and construction team brings the experience of 14 completed wind projects to every new project it begins. Invenergy has built wind projects in many different types of communities, and recognizes the different needs for each type of site. Invenergy's construction managers have completed wind projects in Texas prairies, on wooded mountaintops, on dairy farms in Wisconsin and New York, and in grain belt farm communities in Iowa and Illinois. Because Invenergy operates the wind farms it builds, it employs responsible and experienced on-site construction managers to ensure that projects are built in a way that respects community and landowner concerns and results in a high quality project that will operate smoothly for years to come.



Judith Gap Energy Center - Montana

Operation and Maintenance

Invenergy manages approximately 1,000 operating wind turbines. Day-to-day operation and maintenance is the responsibility of on-site O&M teams that work out of Invenergy O&M buildings located at each project site. These teams are trained by Invenergy to perform routine maintenance and other tasks needed to maximize the hours that the turbines are available to generate electricity.

The overall responsibility of each plant, including budgeting, staffing, power sales, and turbine maintenance is assigned to Invenergy's asset management team that operates out of Chicago, Illinois. By comparing experience and best practices at each site, Invenergy's asset managers and on-site O&M teams are able to work together to maximize long term performance of Invenergy projects.

In 2008, Invenergy completed construction and staffing of a central monitoring facility in Texas that has the ability to monitor all Invenergy wind turbines on a 24x7 basis so that performance of the Invenergy fleet of wind turbines is further optimized.

Company Ownership

Invenergy is an American, privately owned company founded by president and CEO Michael Polsky. The company has several subsidiaries and affiliates such as the project companies that own the assets of each wind project. This structure enables investors such as those listed in the project finance table above to invest separately in each of the operating wind projects.

Invenergy Wind Projects

◇ Buffalo Mountain



Location: Oliver Springs, Tennessee
Generating: 27 MW
Operation Commencement: 2004
Power Purchaser: Tennessee Valley Authority
Main Equipment: Vestas V.80 Wind Turbines

◇ Camp Springs I

Location: Scurry County, Texas
Generating: 130.5 MW
Operation Commencement: 2007
Power Purchaser: ERCOT Wholesale Market
Main Equipment: GE 1.5 SLE Wind Turbines



◇ Camp Springs II



Location: Scurry County, Texas
Generating: 120 MW
Operation Commencement: 2008
Power Purchaser: ERCOT Wholesale Market
Main Equipment: GE 1.5 SLE Wind Turbines

◇ Forward

Location: Fond du Lac & Dodge Counties, Wisconsin
Generating: 129 MW
Operation Commencement: 2008
Power Purchaser: Wisconsin Public Service, Wisconsin Power & Light, Madison Gas & Electric, Wisconsin Public Power
Main Equipment: GE 1.5 SLE Wind Turbines



◇ Grand Ridge



Location: LaSalle County, Illinois
Generating: 99 MW
Operation Commencement: 2008
Power Purchaser: PJM Wholesale Market
Main Equipment: GE 1.5 SLE Wind Turbines

◇ Judith Gap

Location: Judith Gap, Montana
Generating: 135 MW
Operation Commencement: 2005
Power Purchaser: Northwestern Energy
Main Equipment: GE 1.5 SLE Wind Turbines



◇ McAdoo



Location: Dickens County, Texas
Generating: 150 MW
Operation Commencement: 2008
Power Purchaser: ERCOT Whole Sale Market
Main Equipment: GE 1.5 SLE Wind Turbines

◇ Sheldon

Location: Wyoming County, New York
Generating: 112.5 MW
Operation Commencement: 2009
Power Purchaser: NYISO
Main Equipment: GE 1.5 SLE Wind Turbines



◇ Spring Canyon



Location: Peetz, Colorado
Generating: 60 MW
Operation Commencement: 2006
Power Purchaser: Public Service Company of Colorado
Main Equipment: GE 1.5 SLE Wind Turbines

◆ Stanton

Location: Martin County, Texas
Generating: 120 MW
Operation Commencement: 2008
Power Purchaser: ERCOT Wholesale Market
Main Equipment: GE 1.5 SLE Wind Turbines



◆ Turkey Track



Location: Nolan County, Texas
Generating: 169.5 MW
Operation Commencement: 2008
Power Purchaser: ERCOT Wholesale Market
Main Equipment: GE 1.5 SLE Wind Turbines

◆ Tymien

Location: Northwest Poland
Generating: 50 MW
Operation Commencement: 2006
Power Purchaser: Multiple Polish Distribution Companies
Main Equipment: Vestas V.80 Wind Turbines



◆ Willow Creek



Location: Gilliam and Morrow counties, Oregon
Generating: 72 MW
Operation Commencement: 2009
Power Purchaser: Los Angeles Department of Water & Power
Main Equipment: GE 1.5 SLE Wind Turbines

◆ Wolverine Creek

Location: Idaho Falls, ID
Generating: 64.5 MW
Operation Commencement: 2006
Power Purchaser: PacifiCorp
Main Equipment: GE 1.5 SLE Wind Turbines



New York State Law Section 809 Disclosure Statement

Stony Creek Energy hereby discloses the following information:

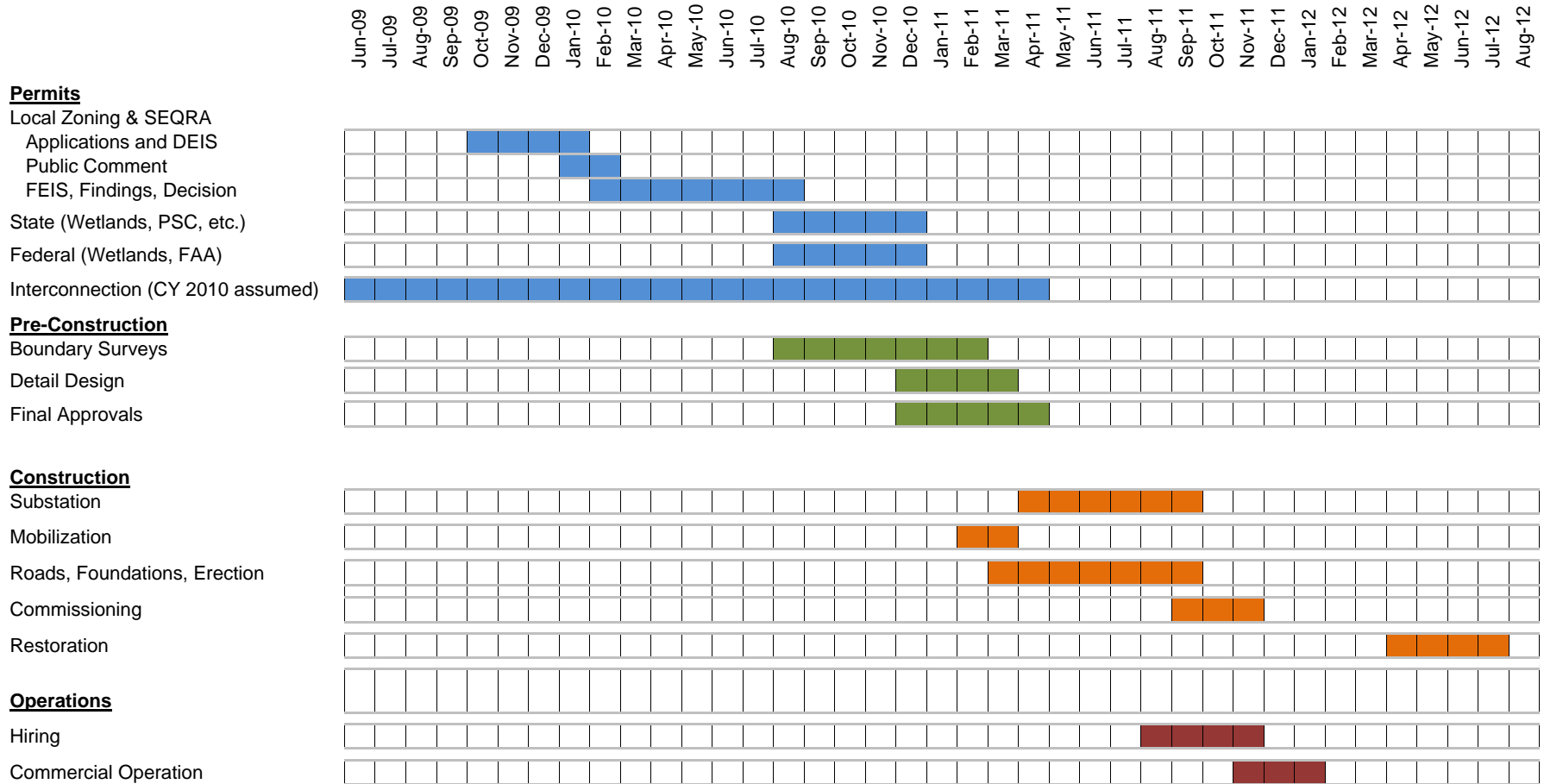
1. Stony Creek Energy has a lease with Tom Schabloski, a member of the Town Board, and his wife Sally.
2. Stony Creek Energy has a lease with Grace E. Compton, a former Town Board member, and her husband Phillip.
3. Stony Creek Energy has a lease with Zoning Board of Appeals member Duane Christ and his wife Marilyn.
4. Stony Creek Energy has a setback easement with Zoning Board of Appeals member Paul M. Fairchok and his wife Wendy.
5. Stony Creek Energy has a lease with Zoning Board of Appeals member William Shumaker and his wife Judith.
6. Stony Creek Energy has a setback easement with Town Clerk Rosann A. Lowder and her husband David.
7. Stony Creek Energy has a lease with Town highway employee Roger “Bug” Tozier.

In addition to the above signed leases, Stony Creek is in the process of discussing a possible lease with Zoning Board of Appeals member Sherwood Steiner.

In addition to the above disclosures, as previously disclosed to the Town Board in letters dated December 3, 2008 and September 11, 2009 and as stated publicly by Hans Boxler, Jr. at a Town Board meeting, Hans Boxler, Jr. and members of his family have leases for wind turbines for an unrelated project on their property in the Town of Sheldon. These leases are with Sheldon Energy LLC which is a separate company partially owned by Invenergy Wind North America LLC, the sole owner of Stony Creek. Stony Creek Energy LLC has no leases or other agreements with Hans Boxler, Jr. or his family. They have no financial interest in any aspect of Stony Creek Energy and any decision Mr. Boxler might make regarding applications of Stony Creek Energy will have no bearing on the leases his family has with Sheldon Energy.

Stony Creek Wind Farm

Project Schedule



Stony Creek Wind Farm

List of Permits and Reviews

No.	Name or Permit, Consultation, or Review	Issuing Agency	Approximate Review Time	Timing, Notes
1	Special Use Permit	Town of Orangeville, Town Board	12 months	SEQRA must be completed before decision. Likely to serve as Lead Agency for SEQRA
2	Variance	Town of Orangeville, Zoning Board	2 months	SEQRA must be completed before decision.
3	Zoning Recommendation	Wyoming County, Planning Board	2 months	DEIS must be completed before submission, timing of submission otherwise up to the Town. Recommendation only. Must be completed prior to Town Board decision on Special Use Permit
4	PILOT Authorizing Resolution	Wyoming County, Industrial Development Agency	3 months	SEQRA must be completed before decision, but not before calling for public hearing
5	Water Quality Certification; Wetlands Permit; Disturbance of Stream Beds	NYS Department of Environmental Conservation	5 months	SEQRA must be completed before decision. <i>Note there are three permits listed here because these three permits are usually issued together.</i>
6	Certificate of Public Convenience and Necessity (CPCN)	NYS Public Service Commission	5 months	SEQRA must be completed before decision. A CPCN is required for projects that have a nameplate generating capacity of 80 MW or more.
7	Stormwater	NYS Department of Environmental Conservation	2 months	SEQRA must be completed before decision. Typically issued approval under SPDES General Permit No. GP-02-01.
8	Ag & Markets Consultation	NYS Department of Agriculture and Markets	On-going	Consultation before and during construction.
9	SHPO Consultation	NYS Office of Parks, Recreation and Historic Preservation (aka "SHPO")	9 months	Consultation must be completed before any state agency and Army Corps of Engineers can issue permits.
10	Wetlands ("Section 404" Nationwide permit)	US Army Corps of Engineers	5 months	Joint application process with NYSDEC wetland application.
10	Notice of Construction	Federal Aviation Administration	1 month	Approvals are good for two years. Should not require any NEPA, usually relies on SEQRA
11	Special Handling Permits	NYS Department of Transportation	1 month	SEQRA must be completed before decision. Pre-construction. Obtained by construction or trucking company as part of construction planning.
12	Highway Work Permits	NYS Department of Transportation	2 months	SEQRA must be completed before decision. Pre-construction. Required where driveways or ECS intersects state highways
13	Driveway Approval	Town of Orangeville, Highway Dept	1 month	SEQRA must be completed before decision. Pre-construction.
14	Driveway Permit	Wyoming County, Highway Dept	1 month	SEQRA must be completed before decision. Pre-construction.
15	Electrical Interconnection	New York Independent System Operator and NYSEG	3-4 years	Detail electrical review of the project and the electric substation to ensure grid reliability will be maintained.
16	NTIA	National Telecommunications and Information Administration	2 months	Consultation to identify federal agencies' concerns with possible radio interference