

**COMMITMENTS CONCERNING THE USE OR DEVELOPMENT
OF REAL PROPERTY MADE IN CONNECTION WITH A
CONDITIONAL USE PERMIT**

In accordance with IC 36-7-4-1015, the Owner of real estate located at 4000 N Papermill Road in Jefferson County, Indiana which is described below, makes the following COMMITMENT concerning the use or development of the following described parcel of real estate:

See EXHIBIT A attached hereto and incorporated herein by reference (the “Real Estate”)

STATEMENT OF COMMITMENTS

1. The Owner shall upon request, but no more than once per year, provide materials, education and/or training on safely responding to on-site emergencies at any battery energy storage system facility constructed on the Real Estate (the “Facility”), in coordination with the County’s Emergency Medical Services and any fire departments serving the Facility.
2. Prior to the issuance of an improvement location permit for the installation of the Facility, the Owner shall present to the Madison Building Inspector a plan to decommission the Facility (the “Decommissioning Plan”), which shall address the removal of the Facility from the subject property at the end of its useful life, including permanent foundations up to three (3) feet below ground surface, the filling, compacting and regrading of all areas disturbed by the Facility and the removal of all debris associated with the Facility. Unless the Decommissioning Plan is part of an agreement with the Board of Commissioners of Jefferson County (the “Commissioners”), the sufficiency of the plan must be approved by the Building Inspector. The Decommissioning Plan shall include the following:
 - A. An estimate of the useful life of the Facility.
 - B. An estimated cost of decommissioning in current dollars, methodology for determining such estimate and the manner in which the Facility will be decommissioned. This plan will be updated every five (5) years at Owner’s expense and provided to the Building Inspector.
 - C. Terms specifying that if the Facility is inactive (completely or substantially discontinuing the receipt and delivery of electricity to an electrical grid) for a continuous twenty-four (24) month period, it shall be considered permanently deactivated. Owner shall provide notice to the Building Inspector immediately upon the Facility becoming permanently deactivated. Owner shall remove the Facility within twelve (12) months after the Facility is permanently deactivated or within twelve (12) months after receipt of written notice from the

Building Inspector that decommissioning must commence due to being permanently deactivated, subject to any rights to appeal this determination under local ordinance or state law. If the Facility is not removed in accordance with the provisions above, Jefferson County, acting through its designated department or employee, may cause the removal of the Facility with costs being borne by Owner.

D. Financial security for decommissioning, whereby Owner will provide surety securing the cost of decommissioning in the form of certified funds, cash escrow, bond, letter of credit or parent guarantee or other means as provided under Indiana law in a form acceptable to the Building Inspector or the Commissioners. In the event the Facility is owned by a public utility, no financial security for decommissioning will be required.

E. Provisions, if any, that certain infrastructure, equipment and site features may be exempt from decommissioning if such features may be beneficial to the future use of the property.

3. The Owner shall present an Emergency Management Plan (the “EMP”) to the Director of the Jefferson County Emergency Management Agency and any fire department in whose jurisdiction the Real Estate is located or who is identified by the Jefferson County Emergency Management Agency (collectively, the “Jefferson County Emergency Response”) that includes the following elements, the sufficiency of which must be approved by Jefferson County Emergency Response as a condition of receiving the Improvement Location Permit or building permit for the Facility. A copy of the approved EMP shall be given to the Jefferson County Emergency Response and any fire station or fire department identified by the Jefferson County Emergency Response. A permanent copy shall also be placed in an approved location on the Real Estate to be accessible to the Facility’s personnel, fire and building code officials, and emergency responders. The EMP shall be reviewed at the request of the Jefferson County Emergency Response once per year to ensure all contact information is up to date. The Owner and all successors and assigns shall be responsible with updating contact information in the event of a change in key personnel or change in control or operation of the Facility. The EMP shall include, at a minimum, the following information:

- a. A two-page (front and back) Summary Page that includes:

- i. Front Page:

1. The EMP’s original issuance date and any subsequent revision dates
 2. Emergency contact information for the Facility’s key contacts and the company responsible for the Facility, including an appointed Subject Matter Expert (“SME”)
 3. Battery type(s), manufacturer, chemistry, and system size (MW/MWh)
 4. Summary of onsite suppression systems
 5. The Facility’s site address

- ii. Back Page:

1. Simplified diagram of the site layout (not a detailed site-plan), including labeled container locations, standoff distances, E-stops, smoke/purge overrides, Fire Department Connection (“FDC”) Locations, hydrant or water-tank locations, if required, explosion vents, key exposures, and/or other elements relevant to the EMP.
- b. A high-level description of the purpose of the EMP and the details of the Facility, including:
 - i. Detailed description of the Facility, including system type, manufacture, system size, and a description of the criticality of the Facility pertaining to the effects and/or consequences of a full or partial shutdown.
 - ii. Detailed site description, including location of the Facility, address, lot features, FEMA flood zones, surrounding facilities, aerial satellite image of the site and surrounding exposures within 100 ft. of the footprint of installation, including all enclosures and secondary equipment, Facility shut off locations, including picture or diagram, FDC locations, including picture or diagram, and signage, including picture.
 - iii. Scope of the EMP, including the purpose, timeframe, and activation scenarios.
 - c. Facility system information, including a thorough description of the battery energy storage system and its components, including pictures of components where possible. Facility system information to include:
 - i. Battery cell type
 - ii. Battery module/rack
 - iii. Racks/Enclosure
 - iv. Chemistry
 - v. Battery Management System (BMS) manufacturer, product name, fault and alarm list, and a description of whether/how the BMS will operate in the event of a BESS shut-down
 - vi. HVAC system manufacturer, model, capacity, and how ventilation is designed to function under normal or abnormal conditions
 - vii. Inverters – manufacturer, model, certification
 - viii. DC Disconnects (e-stop) location and quantity
 - ix. System grounding location(s)
 - d. Failure and hazards information, including a list of possible hazards with a description of each, as well as causative factors as they pertain to the BESS during an emergency, as identified in the battery SDS.
 - e. Fire protections and safety information, including a description of all fire protections and safety systems that apply to the BESS, including fire suppression system information, fire detection system(s) (smoke detection, gas detection, flame detection, or other), deflagration/explosion control, and manual smoke/gas purge.

- f. Original Equipment Manufacturer (“OEM”) recommendations for onsite fire safety equipment and facilities
 - g. Emergency contact list with roles, responsibilities, and contact information for the BESS owner, assigned SME, and other applicable contacts.
 - h. Procedures for safe shutdown, de-energizing, or isolation of equipment and systems under emergency conditions to reduce the risk of fire, electric shock, and personal injuries, and for safe start-up following cessation of emergency conditions. To the extent that any such information is unavailable until closer to system commissioning, the SME may outline the procedure for addressing those elements at a later date when appropriate.
 - i. Procedures to be followed in response to notifications from the BESS, when provided, that could signify potentially dangerous conditions (ex. shutting down equipment, summoning service and repair personnel, notifying fire department personnel, etc.)
 - j. Emergency procedures to be followed in case of fire, explosion, release of liquids or vapors, damage to critical moving parts, or other potentially dangerous conditions. Procedures can include sounding the alarm, notifying the fire department, evacuating personnel, de-energizing equipment, and controlling and extinguishing the fire.
 - k. Response considerations similar to a safety data sheet (“SDS”) that will address response safety concerns and extinguishment when an SDS is not required.
 - l. Procedures and schedules for training local first responders on the contents of the plan and appropriate response procedures.
4. The design and subsequent installation of the Facility shall comply with the most current version of National Fire Protection Association 855, Standard for the Installation of Stationary Energy Storage Systems (“Standard 855”) in effect as of the date of the issuance of the improvement location permit for the Facility. If the State of Indiana has adopted Standard 855, including any amendments thereto, or a similar standard or code that applies to the facility, then Indiana’s version or requirements shall apply.
5. The Facility shall be designed to include and when installed incorporate a monitoring system of the Facility. Such monitoring system shall remotely and continuously monitor the Facility during any time it is operated. Upon the request of the Jefferson County Emergency Response, the Owner shall provide evidence of the monitoring system and its functioning.

6. Owner shall install a Knox Box by the main entranceway to the Facility for use by EMS/fire personnel in the event of an emergency. The Knox Box is to be keyed to Jefferson County Hazmat Knox Box code unless otherwise agreed between the Owner or its operator and the Jefferson County Emergency Response and will contain the EMP as well as keys to access the Facility.
7. The owner or its operator of the Facility on the Real Estate shall provide, at its cost, annual EMS training specific to the Facility for the applicable emergency responders in Jefferson County, Indiana. At the annual EMS training, the Owner shall insure that all information in the EMP is up to date and accurate.
8. Prior to the conclusion of the first planting season to occur after substantial completion of the installation of the Facility on the Real Estate, the Owner shall install or cause the installation of the landscaping on the Real Estate in compliance with the landscape plan attached hereto as EXHIBIT B (the "Landscape Plan"). Owner may make minor adjustments or modifications to the Landscape Plan prior to installation provided that any such adjustments or modification are approved by the Zoning Administrator for the City of Madison, Indiana, after a determination that such adjustments or modifications are consistent with the intent of the Landscape Plan. For so long as the Facility exists on the Real Estate, the landscaping installed pursuant to the Landscaping Plan shall be maintained, including the removal and replacement, from time to time, of dead, dying or diseased trees and plant material.

Pursuant to IC 36-7-4-1015, the COMMITMENTS contained herein shall be effective upon approval by the Madison Board of Zoning Appeals ~~for Petition _____~~ and of the Conditional Use Permit to establish a Battery Energy Storage System on the Real Estate and shall continue in effect until modified or terminated in conformance with the requirements herein.

These COMMITMENTS shall be recorded in the Office of the Jefferson County Recorder, and shall be considered a covenant running with the land.

These COMMITMENTS shall be binding on the Owner of the above-described real estate, subsequent owners of the above-described real estate, and any person or entity acquiring an interest therein.

These COMMITMENTS may be modified or terminated only by the Madison Board of Zoning Appeals after a public hearing.

These COMMITMENTS may be enforced, jointly or severally, by:

- a. The Madison Plan Commission
- b. The Madison Board of Zoning Appeals, or
- c. The Jefferson County Board of Commissioners.

IN WITNESS WHEREOF, Owner has executed this instrument this _____ day of _____, 2022.

Petitioner/Property Owner:

Williams Power, LLC, a Delaware limited liability company

Signature_____

Printed_____

Title _____

State of _____)
 _____) ss:
 County of _____)

Before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of Williams Power, LLC, a Delaware limited liability company, the Owner of the real estate described above who acknowledged the execution of the foregoing instrument and who, having been duly sworn, stated that any representations therein contained are true.

Witness my hand and Notarial Seal this _____ day of _____ 2022.

Signature _____

Printed _____

<p align="center">Summary report: Litera® Change-Pro for Word 10.14.0.46 Document comparison done on 10/31/2022 1:10:43 PM</p>	
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Intelligent Table Comparison: Active	
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Modified DMS: nd://4892-8973-2392/2/Jefferson County - Williams Power BZA Commitments.docx	
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<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
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Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
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Format changes	0
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