



TEMPORARY
THE STATE OF NEVADA

**PERMIT TO CHANGE THE PUBLIC WATERS OF THE
STATE OF NEVADA HERETOFORE APPROPRIATED**

Name of Permittee: TONOPAH SOLAR ENERGY, LLC
Source: WELL #2 (UNDERGROUND)
Basin: BIG SMOKY VALLEY-TONOPAH FLAT
Manner of Use: CONSTRUCTION
Period of Use: ONE YEAR FROM DATE OF ISSUANCE
Priority Date: 01/31/1977

APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This temporary permit to change the point of diversion and manner of use of a portion of the waters of an underground source as heretofore granted under Permit 79606 is issued subject to the terms and conditions imposed in said Permit 79606 and with the understanding that no other rights on the source will be affected by the change proposed herein. This well shall be equipped with a two (2) inch opening for measuring depth to water and a totalizing meter must be installed and maintained in the discharge pipeline near the point of diversion and accurate measurements must be kept of water placed to beneficial use. The totalizing meter must be installed before any use of the water begins or before the proof of completion of work is filed. If the well is flowing, a valve must be installed and maintained to prevent waste. This source is located within an area designated by the State Engineer pursuant to NRS 534.030. The State retains the right to regulate the use of the water herein granted at any and all times.

This temporary permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

The issuance of this temporary permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

This temporary permit is issued pursuant to the provisions of NRS 533.345 Section 2 and will expire 1 year after the approval of the permit at which time all rights herein granted shall revert to the right being changed by this temporary permit.

The point of diversion and place of use are as described on the submitted application to support this permit.

(Continued on Page 2)

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, and not to exceed 0.337 cubic feet per second or 100 acre-feet annually.

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:

N/A

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:

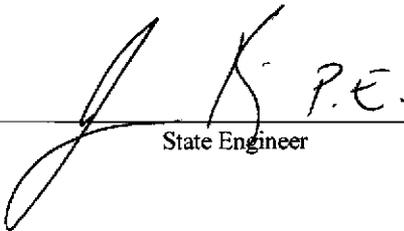
N/A

Map in support of proof of beneficial use shall be filed on or before:

N/A

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 12th day of September, A.D. 2011



State Engineer

AMENDED
TEMPORARY

Application No...81017 T.....

**APPLICATION FOR PERMISSION TO CHANGE POINT OF DIVERSION, MANNER
OF USE AND PLACE OF USE OF THE PUBLIC WATERS
OF THE STATE OF NEVADA HERETOFORE APPROPRIATED**

THIS SPACE FOR OFFICE USE ONLY

Date of filing in State Engineer's Office **JUL 29 2011**

Returned to applicant for correction.....

Corrected application filed **AUG 15 2011** Map filed..... **AUG 15 2011**

The applicant.....Tonopah Solar Energy, LLC.....

.....2425 Olympic Blvd., #500 E.....of..... Santa Monica.....
Street and No. or P.O. Box No. City or Town

..... California..90404....., hereby make.s.... application for permission to change the
State and Zip Code No.

..... POD.. POU.. MOU.. of a portion..

of water heretofore appropriated under (Identify existing right by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree and identify right in Decree.)

..... Permit 79606.....

1. The source of water isUnderground well #2.....
Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 0.337 cfs (100 af).....
Second feet, acre-feet One second foot equals 448.83 gallons per minute.

3. The water to be used for..... Construction.....
Irrigation, power, mining, commercial, etc. If for stock state number and kind of animals. Must limit to one major use.

4. The water heretofore used for..... Industrial cooling.....
If for stock state number and kind of animals.

5. The water is to be diverted at the following point (Describe as being within a 40-acre subdivision of public survey and by course and distance to a found section. If on unsurveyed land, it should be stated.)

...SE¼ SW¼ of Sec 33, T.5 N., R.41 E., MDB&M, or at a point from which the NW corner of Sec 34, T.5 N., R.41 E.,.....
...bears N. 38° 26' 8.98" W., a distance of 6501.9 feet. Use map to accompany this application.....

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)

...SE¼ SW¼ Sec ~~33~~⁴ T.5 N., R.41 E., MDB&M, or at a point from which the NW corner of Sec 34 bears N. 17° 35.874' W.,...
...a distance of 5205.4 feet.....

7. Proposed place of use (Describe by legal subdivisions. If for irrigation, state number of acres to be irrigated.)

...Same as heretofore.....
.....
.....
.....
.....

8. Existing place of use (Describe by legal subdivisions. If changing place of use and/or manner of use of irrigation permit, describe acreage to be removed from irrigation.)

...Portions of Secs 33, 34 and 35, T.5 N., R.41 E., MDB&M, and portions of Secs 2, 3 and 4, T.4 N., R.41 E., MBD&M.....
.....

9. Use will be from... August 1, 2011... to ... July 31, 2012... of each year.
Month and Day Month and Day

10. Use permitted from... January 1st... to ... December 31st... of each year.
Month and Day Month and Day

11. Description of proposed works. (Under the provision of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) (State manner in which water is to be diverted, i.e. diversion structure, ditches, pipes and flumes or drilled well, pump and motor, etc.)

...Temporary well 400 feet deep, pump, motor, standpipe and haul trucks.....
.....

12. Estimated cost of works..... \$50,000.....

13. Estimated time required to construct works..... one (1) month.....
If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use..... one (1) year.....

15. Provide a detailed description of the proposed project and its water usage (use attachments if necessary):
(Failure to provide a detailed description may cause a delay in processing.)

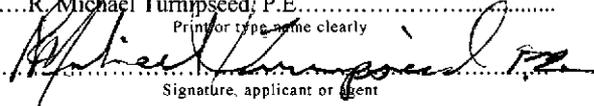
...See attached sheet.....
.....
.....

16. Miscellaneous remarks:
.....
.....

.....(775)885-2101.....
Phone No.

...mike_turnipseed@sbcglobal.net.....
E-mail

By... R. Michael Turnipseed, P.E.
Print or type name clearly



Signature, applicant or agent

...204 North Minnesota Street.....
Street and No. or P.O. Box No.

...Carson City, Nevada 89703.....
City, State, Zip Code

RECEIVED
2011 AUG 15 PM 4:12
STATE ENGINEERS OFFICE

APPLICATION MUST BE SIGNED
BY THE APPLICANT OR AGENT

\$150 FILING FEE MUST ACCOMPANY APPLICATION

EXHIBIT "A"

Permits 31053 C-13594 & 19165 C- 5996 were purchased from Mr. & Mrs. Reason and changed by Permits 79606 & 79608 to a 100 MW solar energy park. A portion of these permits is being moved back to the Reason farm so that he can finish out the 2011 irrigation season.

A portion will also be moved by temporary change application to a temporary well to be used for compaction, a batch plant and dust control.

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