

Introduction

Project Summary

Lightsource bp is seeking Commission Approved Use approval in Henry County, Indiana, for the Bellflower Solar Project (the “Project”). The Project is a 152.5-megawatt (MW) alternating current (AC) utility scale solar energy generation facility located in South Henry County and North Rush County Indiana. The total area for the Project within Henry County covers approximately 500 acres of A-1 zoned land within a fenced boundary. Acres leased that are outside of the fenced boundary will be used as project buffer or released back to the landowner to be cultivated. The land is secured through 35-year term lease agreements with a total of four landowners. Three of the four participating landowners farm within the Project boundary and three of four landowners live within or adjacent to the Project footprint. The Project will incorporate pollinator friendly ground cover species as well as sheep grazing in order to continue the agricultural use of the land. Electricity that is generated from the Project will be transmitted to a Point of Interconnection (the “POI”) located in Henry County and within the Project boundary on American Electric Power’s (“AEP”) Madison to Tanners Creek 138kV transmission line. Construction is expected to begin in the fall of 2021 with electricity being generated in the fall of 2022. Lightsource bp is an owner/operator of utility scale solar projects and intends to own and operate the Bellflower solar project throughout its useful life and will be a long term investor and asset manager of the project.

Lightsource bp

Lightsource bp is a global leader in the development and operations of utility scale solar projects, having developed over 2.6 gigawatts of projects across the world. Lightsource bp is a 50:50 joint venture with bp plc, leveraging bp's global reach, financial strength, and capital support. The Lightsource bp team is comprised of 500 industry specialists, active across 13 countries – providing a full-service from initial site selection and permitting through to long-term management of assets. Since the company announced its strategic expansion into North America in late 2017, the team has developed a pipeline of more than 8 gigawatts of large-scale solar projects at various stages of development across the United States with more than 1,000 megawatts of contracted assets. Lightsource bp has developed the Project and intends to construct, own and operate the asset for the 35-year life of the project. As a long-term owner and operator of the project, Lightsource bp is incentivized to deliver the highest quality project, ensure its long-term success, and develop a lasting partnership with the community.

Need for Project

Solar energy is a clean, environmentally friendly, reliable and low-cost form of renewable energy that is helping to backfill the demand for energy as many of Indiana's older technology coal plants are retiring. Solar energy is also serving to fulfill the increasing demand of both electricity and zero carbon energy production from utility and corporate electricity buyers. Furthermore, the United States energy grid is transforming from single source power plants that serve large geographic areas to a more diverse power producing mix of resources distributed within a smaller geographic area. This geographic and resource diversity mix means more power is produced closer to the consumer which provides greater grid reliability, resiliency and energy security as America moves through the 21st century.

Health and Safety

Health and safety of the community members, landowners, construction workers and Project operators is a core value of Lightsource bp. We are committed to providing a safe setting to those who are involved or may be affected by the construction and operation of the Project. Every Lightsource bp employee and Project stakeholder has the authority to stop work where health, safety and environmental risks are identified. The Project aims to achieve a goal of an injury and occupational illness free workplace. Project health and safety requirements will meet or exceed local, state and federal standards and leverage industry best practices for safe construction to reduce the risks of injuries and illnesses onsite and in the surrounding areas. Project stakeholders will be required to follow a detailed Site Safety Plan that outlines site health & safety working rules; training and competency requirements; emergency response; ongoing audits and inspections; and appropriate management and investigation of work-related injuries and illnesses. The Project commits to engaging emergency service professionals (Homeland Security Emergency Management, Sheriff Department, District Fire Department and Police Department and Building Inspector) in the development of an Emergency Response Plan. No hazardous materials will be used during the construction or operation of the Project and no artificial lighting will be necessary during the operation of the Project. Sound emanating from Project inverters will not exceed 50db at non-participating property lines and inverters will be located no closer than 150ft from non-participating property lines. Strict COVID-19 protocols will also be instituted on the Project to mitigate and minimize the spread of the virus onsite and within the local community. Lightsource bp remains committed to ensuring that its employees, contractors and their families are kept safe while work is continuing at the Project amid a global pandemic. COVID-19 protocols will meet or exceed the latest guidance from several governmental and professional resources including, but not limited to, the Occupational Safety and Health Administration (OSHA), Centers for

Disease Control (CDC), World Health Organization (WHO) and the Solar Energy Industries Association (SEIA).

Economic Benefit

The Project will provide significant economic benefits to Henry County and surrounding communities in several ways. It is expected that the Project will generate approximately \$15 million dollars for Henry County through tax revenue throughout the 35-year life of the project, making it one of the top taxpayers within the County. In addition to providing stable and reliable tax revenue, approximately 300 jobs construction jobs will be created to build the Project during the 12-month construction period. Cascading economic benefit will also be realized through local services that will be utilized through construction and operation. The annual operating budget for the Project is estimated to be \$2.4 million dollars per year, including a small two-person operations team supplemented as needed with specialty and surge labor. Lastly, a Community Fund will be established by Lightsource bp for the Project to support the communities of Henry County, with a focus on education and emergency services.

The Project will be built on private land leased from local landowners, providing a diversified, reliable cash flow in the local Indiana farming community.

Interconnection

Power generated from the Project will serve the Regional Transmission Organization of PJM whose service territory includes the state of Indiana and has been assigned Queue number AE2-297. The Project's Interconnection Feasibility Study was received in December 2019 and the System Impact Study

was received in June 2020. The Interconnection Facility Study was initiated in September 2020 and a final Generation Interconnection Agreement is expected in September 2021.

Technology

The Project intends to utilize top tier technology for both photovoltaic (“PV”) panels and the associated solar tracking system. Bifacial technology will be utilized which will allow the Project to generate power from both sides of the solar panel, included reflected light from the ground to the underside of the panel. In addition, the Project will maximize power output by “tracking” with the sun from east to west daily. The solar panels will be mounted on the tracking system which is supported by steel posts and arranged in groups or “arrays”. The tracking system will be installed with a pile-driving machine so that no footings or foundations will be necessary. The maximum height of the panels mounted on the trackers will be no more than 15 ft tall at the highest point. Inverters will be installed to convert the electricity from direct current to alternating current and a series of medium voltage (MV) underground electric collection lines will transfer the electricity from the inverters to the Project substation. The entire facility will be encompassed by an 8 ft perimeter chain link fence for security purposes. Access roads will be constructed to access and maintain the arrays however all other land within the fenced boundary and underneath the panels will remain pervious to allow for natural runoff and drainage to occur.

Permit Boundary and Setbacks

The Project is seeking approval to construct solar panels anywhere within the Permit Boundary provided in the permit package. Although the layout provided is preliminary, the Project is committing to not

construct outside of the Permit Boundary without additional approval. The Project boundary fence will not cover the entire Permit Boundary, however the boundary fence will in no case ever be outside of the Permit Boundary.

Project Setbacks

- The Project Permit Boundary will be set back 100 ft from non-participating property lines containing residences
- The Project Permit Boundary will be set back 30 ft from non-participating property lines without residences
- The Project Permit Boundary will be set back 50 ft from the centerline of county roads
- Project inverters will not be located any closer than 150ft from any non-participating property line

Studies

A full range of studies have been conducted to evaluate the feasibility of constructing and operating the Project. A wetland delineation study was conducted to confirm the presence or absence of wetlands and streams and to aid in the avoidance of wetlands and streams in the design of the Project. An advanced hydrological analysis was conducted to understand water flow volumes and depths across the Project, which, along with a geotechnical survey, will inform the design of the system and the depths at which piles for the tracking system will need to be driven. A desktop cultural resources survey has confirmed the absence of any culturally sensitive areas within the Project. A Glint and Glare study has confirmed the absence of any reflection from the panels on neighboring residences or roads while a

detailed sound analysis confirms that a limit of 50db at any non-participating property line will not be exceeded. Consultation with the US Fish and Wildlife Service and the Indiana Department of Natural Resources was initiated to discuss avoidance of impacts to sensitive species including the Indiana Bat. The Federal Aviation Associated impact tool was run to confirm no interference with local airports. Lastly, a Phase I Environmental Assessment was completed, and confirmed the absence of any Recognized Environmental Contaminants (“RECs”).

Screening

In order to minimize the visual impact of the Project from neighboring landowners a Screening Plan will be implemented. First and foremost, initial project siting utilized several naturally occurring tree lines around the perimeter of the Project in order to minimize the view from the general public. Secondly, multiple layout optimizations (nine) were conducted to provide additional buffer from residences. Lastly, a customized screening plan is being implemented for approximately seven landowners within the Henry County portion of the Project to reduce the visual impact of the Project. Project screening will utilize natural evergreen vegetation that will fill out in front of the Project boundary fence within 2-3 years. Although screening techniques are usually done along the boundary fence of the Project, in some instances, moving the screening closer to the residence is preferred based on landowner engagement and preference.

Road Use

Approximately four miles of Henry County roads will be utilized during the construction of the Project. LSbp has conducted a detailed road inventory identifying current road characteristics and conditions as

well as all culverts and other road drainage infrastructure. Before Project construction begins, a pre-construction road video will be conducted in order to document the pre-construction condition of the road before construction starts. No overweight or oversized loads will be utilized during the routine construction of the Project. Although overweight and oversized loads may be necessary for the placement of construction trailers and the Project's main power transformer these will be one-time occurrences and therefore impact to the roads used will be minimal. The Project intends to enter into a Road Use Agreement with Henry County to ensure that the roads will be left in the same pre-construction condition.

Drainage

Managing proper drainage at the Project is important for both the integrity of the Project as well as preserving the daily farming routine of surrounding neighbors. Lightsource bp has taken multiple steps to design the Project as to both identify and mitigate against undesirable drainage issues. The wetland and hydrology studies that were conducted help Lightsource bp to understand general water flow and volumes across the site. In addition, understanding drain tile locations also aids Lightsource bp in managing drainage and reducing costs during construction by optimizing the layout around drain tile systems. Drain tile maps and data have been collected from participating landowners in order to incorporate into the project design. Lightsource bp intends to work with participating landowners and local consultants to help map older drain tile where no data is currently available. Lightsource bp will also engage surrounding, non-participating landowners who farm adjacent to the Project to understand if any drain tiles connect to or from the Project in order to prevent drainage issues due to drain tile damage during Project construction. If any tiles are damaged during construction, Lightsource bp will promptly respond and repair drainage tile. Lastly, Lightsource bp intends to enter into a Drainage

Agreement with Henry County which will outline specific practices and procedures during construction in order to protect the integrity and function of the public drainage system.

Operations

Solar projects are well known for being low maintenance power producers compared to other forms of energy generation. It is anticipated that the Project will employ approximately two to three full time staff to manage the Project. Duties for these positions will include safe operation, monitoring and reporting of the Project as well as vegetation management associated with mowing, noxious weed monitoring/abatement and vegetative screening maintenance. Routine maintenance of the Project will be conducted on an as needed basis. Due to frequent precipitation within the region, scheduled washing of panels is not expected.

Biodiversity (Sheep Grazing and Pollinators)

Utilization of sheep in order to effectively and efficiently manage vegetation within solar projects is gaining in popularity. Not only does sheep grazing help to lower operation cost due to decreased mowing, it also helps naturally regenerate the soil through nutrient cycling and natural decompaction. Once fully designed, a detailed grazing and management plan for sheep grazing will be submitted to the County for approval. In addition to grazing, the popularity of pollinator friendly plantings in and around solar projects have increased over recent years. Pollinators are recognized as significant contributors to the human ecosystem by naturally pollinating many of the foods we eat. Due to their decline, efforts have been made to identify areas of conservation which include large utility scale solar projects. The Project intends to designate certain areas within the boundary fence to plant pollinator friendly grass,

forb and flower species that aid the recovery of Pollinator species. The Project intends to consult with the Soil and Water Conservation District of Henry County as well as multiple non-government organizations regarding the seed mixes that will be planted including Purdue University.

Decommissioning

The intended useful life of the Project is a minimum of 35 years. Once the Project has reached its useful life there will be two options to consider. Project leases can be renegotiated, infrastructure upgraded and the Project can continue producing power. Alternatively, the Project will be decommissioned, all equipment removed from site and land returned to the landowner for normal agricultural production. The Project is legally required per the terms of the landowner lease agreement to decommission the Project, however, in order to address the public's concern of a stranded asset within the community, the Project intends to enter into a Decommissioning Agreement with Henry County to ensure funds are available to decommission the Project once it has reached the end of its useful life.