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LISA SMITH RECORDER
Madison County, Iowa

MEMORANDUM OF FIRST AMENDMENT TO
WINDPARK EASEMENT AGREEMENT

Recorder's Cover Sheet

Preparer Information:

Jamie Baker
4299 Northwest Urbandale Drive
Urbandale, Iowa, 50322
Phone: (515) 242-3980

Return Document To:

Attn: Right of Way Services
MidAmerican Energy Company
P.O. BOX 657
Des Moines, IA 50303-0657

Grantor: Martens Farms, LLC, an Iowa limited liability company

Grantee: MidAmerican Energy Company

Legal Description: See Exhibits A-1 and A-2, pages 5-7

**MEMORANDUM OF FIRST AMENDMENT TO
WINDPARK EASEMENT AGREEMENT**

THIS MEMORANDUM OF FIRST AMENDMENT TO WINDPARK EASEMENT AGREEMENT (this "**Memorandum of First Amendment**") is made and entered into as of this 7th day of January, 2018 by and between Martens Farms, LLC, an Iowa limited liability company ("**Owner**"), and MidAmerican Energy Company, an Iowa corporation ("**MidAmerican**").

RECITALS

WHEREAS, Owner and MidAmerican entered into that certain Windpark Easement Agreement dated as of August 8, 2017 (the "**Windpark Agreement**"), a Memorandum of which was recorded in the Official Records of Madison County, Iowa ("**Official Records**") on September 11, 2017 in Book 2017, Page 2847 (the "**Memorandum**").

WHEREAS, pursuant to the Windpark Agreement, Owner granted to MidAmerican certain easements and related rights on, over, above, under, through and across certain real property located in Adair County, Iowa, as more particularly described in Exhibit A-1 attached hereto (the "**Original Property**").

WHEREAS, the parties have entered into that certain First Amendment to Windpark Easement Agreement dated as of the date hereof (the "**First Amendment**") to modify certain provisions of the Windpark Agreement as more particularly set forth therein.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Owner and MidAmerican hereby agree as follows:

1. Amendments. Owner and MidAmerican hereby acknowledge and agree that the Windpark Agreement has been amended as of the date hereof by the First Amendment as more particularly set forth therein. All of the terms, conditions, provisions and covenants of the First Amendment are hereby incorporated into this Memorandum of First Amendment by reference as though fully set forth herein.

2. Memorandum. The Memorandum is hereby amended as follows:

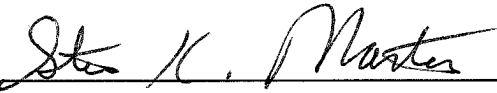
Exhibit A attached to the Memorandum, which describes the Property, is hereby deleted in its entirety and replaced with Exhibit A-2 attached hereto and incorporated herein by this reference.

3. Interpretation. Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to them in the Windpark Agreement, as amended by the First Amendment (the "**Amended Windpark Agreement**"). This Memorandum of First Amendment is not intended and may not be construed to modify or alter in any way the terms and conditions of the Amended Windpark Agreement. In the event of a conflict or inconsistency between the provisions of this Memorandum of First Amendment and the terms and conditions of the Amended Windpark Agreement, the Amended Windpark Agreement shall control for all purposes.
4. Effect of Amendment and Memorandum. Except as explicitly amended by the First Amendment, the Windpark Agreement and Memorandum and all riders and exhibits thereto are ratified and confirmed in each and every respect, and the Windpark Agreement and Memorandum, as amended, continue to be in full force and effect.
5. Counterparts. This Memorandum of First Amendment may be executed in counterpart copies by one or more parties, each of which shall be deemed an original and all of which, when taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Memorandum of First Amendment as of the date first above written.

"OWNER"

MARTENS FARMS, LLC, AN IOWA LIMITED LIABILITY COMPANY

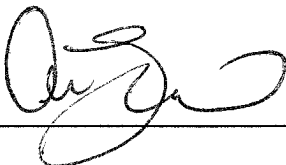
By: 

Name: Steven K. Martens

Title: Member

"MIDAMERICAN"

MIDAMERICAN ENERGY COMPANY

By: 

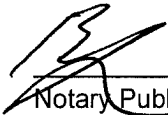
Name: Adam Jablonski

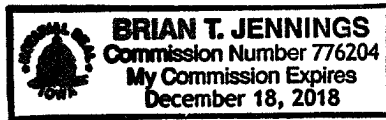
Title: Project Manager, Renewable Energy

ACKNOWLEDGMENT

STATE OF Iowa, COUNTY OF Madison, ss:

This record was acknowledged before me on February 7, 2018, by Steven K. Martens, Member of Martens Farms, LLC, an Iowa limited liability company.


Notary Public in and for said State

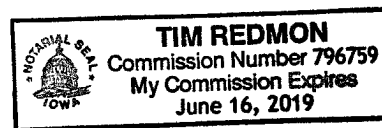


ACKNOWLEDGMENT

STATE OF IOWA, COUNTY OF POLK, ss:

This record was acknowledged before me on February 19, 2018, by Adam Jablonski as the Project Manager, Renewable Energy of MidAmerican Energy Company.


Notary Public in and for said State



DESCRIPTION OF THE ORIGINAL PROPERTY

The Northwest Quarter (NW1/4) of Section 16, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa,

AND

The West One-half of the Northeast Quarter (W1/2 NE1/4) and the East One-half of the East One-half of the Northwest Quarter (E1/2 E1/2 NW1/4) of Section 17, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa, EXCEPT Parcel "B" located in the Northeast Quarter of the Northwest Quarter (NE1/4 NW1/4) and the Northwest Quarter of the Northeast Quarter (NW1/4 NE1/4) of said Section 17, containing 3.000 acres, as shown in Plat of Survey filed in Book 2004, Page 1669 on April 16, 2004, in the Office of the Recorder of Madison County, Iowa,

AND

The East One-half of the Southwest Quarter (E1/2 SW1/4) of Section 21, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa, EXCEPT Parcel "F" in the SE1/4 SW1/4 thereof as shown in the plat of survey recorded in Book 2011, Page 953, in the Office of the Recorder of Madison County, Iowa,

AND

The South Half (S1/2) of the Northwest Quarter (NW1/4) of Section 21, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa,

AND

The Southwest Quarter (SW1/4) of Section 32, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa, EXCEPT A parcel of land located in the NW1/4 of the SW1/4 of Section 32, Township 77 North, Range 29 West of the 5th Principal Meridian, Madison County, Iowa, more particularly described as follows: Commencing at the West Quarter Corner of Section 32, T77N, R29W of the 5th P.M., Madison County, Iowa; thence, along the West line of said Section 32, South 00°00'00" 205.60 feet to the Point of Beginning; thence North 90°00'00" East 732.53 feet; thence South 00°00'00" 371.24 feet; thence South 88°36'20" West 420.74 feet; thence North 00°00'00" 33.23 feet; thence North 88°58'42" West 311.97 feet to said West line of Section 32; thence, along said West line, North 00°00'00" 342.69 feet to the Point of Beginning. Said parcel of land contains 6.108 acres, including 0.341 acres of county road right-of-way.

AND

The East Half (E1/2) of the Northeast Quarter (NE1/4) of Section Thirty-one (31), Township Seventy-seven (77) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa.

Exhibit A-2

AMENDED DESCRIPTION OF THE PROPERTY

The Northwest Quarter (NW1/4) of Section 16, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa,

AND

The West One-half of the Northeast Quarter (W1/2 NE1/4) and the East One-half of the East One-half of the Northwest Quarter (E1/2 E1/2 NW1/4) of Section 17, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa, EXCEPT Parcel "B" located in the Northeast Quarter of the Northwest Quarter (NE1/4 NW1/4) and the Northwest Quarter of the Northeast Quarter (NW1/4 NE1/4) of said Section 17, containing 3.000 acres, as shown in Plat of Survey filed in Book 2004, Page 1669 on April 16, 2004, in the Office of the Recorder of Madison County, Iowa,

AND

The East One-half of the Southwest Quarter (E1/2 SW1/4) of Section 21, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa, EXCEPT Parcel "F" in the SE1/4 SW1/4 thereof as shown in the plat of survey recorded in Book 2011, Page 953, in the Office of the Recorder of Madison County, Iowa,

AND

The South Half (S1/2) of the Northwest Quarter (NW1/4) of Section 21, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa,

AND

The Southwest Quarter (SW1/4) of Section 32, Township 77 North, Range 29 West of the 5th P.M., Madison County, Iowa, EXCEPT A parcel of land located in the NW1/4 of the SW1/4 of Section 32, Township 77 North, Range 29 West of the 5th Principal Meridian, Madison County, Iowa, more particularly described as follows: Commencing at the West Quarter Corner of Section 32, T77N, R29W of the 5th P.M., Madison County, Iowa; thence, along the West line of said Section 32, South 00°00'00" 205.60 feet to the Point of Beginning; thence North 90°00'00" East 732.53 feet; thence South 00°00'00" 371.24 feet; thence South 88°36'20" West 420.74 feet; thence North 00°00'00" 33.23 feet; thence North 88°58'42" West 311.97 feet to said West line of Section 32; thence, along said West line, North 00°00'00" 342.69 feet to the Point of Beginning. Said parcel of land contains 6.108 acres, including 0.341 acres of county road right-of-way,

AND

The East Half (E1/2) of the Northeast Quarter (NE1/4) of Section Thirty-one (31), Township Seventy-seven (77) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa.

AND

The Southwest Fractional Quarter (SWFr1/4) of Section Nineteen (19), Township Seventy-seven (77) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa,

AND

The Fractional Northwest Quarter (NWFr1/4) of Section Thirty (30), Township Seventy-seven (77) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa, EXCEPT Parcel "B" containing 44.167 acres in the SWFr1/4 NW1/4 and in the SE1/4 NW1/4 of said Section 30, as shown by the Plat of Survey recorded in Book 2001, Page 5346, in the Office of the Recorder of Madison County, Iowa.