

## EXHIBIT A

Clean Energy Rail Center RIGHT-OF-WAY (ROW) N-91071

August 23, 2012

### TERMS AND CONDITIONS

(Continued from Form 2800)

1. The Holder shall conduct all activities associated with the operation, use, and termination of the ROW within the authorized limits of the ROW and shall maintain it in a safe, usable condition, as directed by the Authorized Officer. This ROW is for a road, 13094.40 feet long, 20 feet wide, and contains 6.01 acres.
2. In case of change of address, the Holder shall immediately notify the Bureau of Land Management (BLM) Authorized Officer (Michael Truden, FM-HRFO).
3. This grant is subject to all valid rights existing on the effective date of this right-of-way grant.
4. The Authorized Officer reserves the right to enter upon the ROW and to inspect all facilities to assure compliance with the conditions of the grant.
5. All Holder and operational related traffic traversing the public ROW shall be restricted to existing routes used as-is and approved by the Authorized Officer. The roads must be kept open to the public at all times for protection of the public, wildlife, livestock, equipment, and facilities constructed in the right of way.
6. No grading, blading, widening, deepening of new or existing roads and trails or cross-country vehicle travel shall occur until plans for such actions have been submitted and approved in writing by the Authorized Officer.
7. No future modifications, construction of improvements, expansion of originally approved structures and/or casings, construction of additional improvements, or major maintenance operations. Any proposals involving new surface disturbance outside of the authorized ROW area shall require a cultural inventory and may require completion of an environmental assessment. Failure of the Holder to comply with this requirement may result in a suspension of operations authorized by this ROW grant.
8. It is the Holder's responsibility to determine and to acquire all federal, state, county, and municipal ROWs and authorizations as required and comply with those laws, regulations, and standards, including but not limited to, those for public health and safety, environmental protection, locating, construction, operation, and maintenance, existing or hereafter promulgated, in exercising the rights granted by this ROW.
9. The federal regulations incorporated in 43 CFR 2800 are inclusive within these stipulations.

10. The Holder shall inform the Authorized Officer within 48 hours of any accidents on federal lands that require reporting to the Department of Transportation as required by 49 CFR Part 195.
11. The Holder is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts.
12. Pursuant to 43 CFR 10.4(g), the Holder of this authorization must notify the Authorized Officer, by telephone, with written confirmation, immediately upon the discovery of human remains, funerary objects, sacred objects, or objects of cultural patrimony (as defined at 43 CFR 10.2). Further, pursuant to 43 CFR 10.4(c) and (d), the Holder must stop activities in the immediate vicinity of the discovery and protect it from all activities until notified to proceed by the Authorized Officer.
13. Any cultural (historic or prehistoric site or object) and/or paleontological resource or Native American human remains, funerary item, sacred object, or objects of cultural patrimony, discovered by the Holder, or any person working on their behalf, during the course of activities on public land, shall be immediately reported to the Authorized Officer by telephone, with written confirmation. The Holder shall suspend all operations in the immediate area of such discovery and protect it until written authorization to proceed is issued by the Authorized Officer. An evaluation of the discovery will be made by the Authorized Officer to determine appropriate actions to prevent the loss of significant values. The Holder will be responsible for the cost of evaluation and any decision as to proper mitigation measures will be made by the Authorized Officer after consulting with the Holder.
14. Maintenance, other motorized equipment, and all truck vehicles (including pickup trucks) using the ROW shall have a fire extinguisher, shovel, and axe or Pulaski at all times when on federal land. All operating equipment shall be equipped with appropriate exhaust spark arresters. Fire extinguishers shall be available on staging and other related construction sites.
15. The Holder or any participant may be held accountable for suppression of a wild land fire determined to be directly cause by those associated with the authorized activity. Reimbursement shall be required from the Holder for Federal, State and /or private costs as a result of suppression and rehabilitation incurred as a result of fires caused by related activities. An escaped fire or an observed wild land fire ignition shall be reported immediately by calling 911, notifying Central Nevada Interagency Dispatch Center (CNIDC) and/or emergency response personnel.  
  
CNIDC: (775) 623-3444  
Churchill County Sheriff's Dispatch: (775) 423-3116
16. The Holder shall re-contour the disturbed areas and obliterate all earthworks to reestablish the approximate original contours of the land in the ROW.

17. The Holder shall seed disturbed areas within the authorized right-of-way resulting from project construction. The Holder shall coordinate with the Authorized Officer for seeding methods, seed mix, and planting season.
18. No future modifications, construction of improvements, expansion of originally approved structures and/or casings, construction of additional improvements, or major maintenance operations involving disturbance of the land shall occur until plans for such actions have been submitted and approved in writing by the Authorized Officer. Any proposals involving new surface disturbance outside of the authorized ROW area shall require a cultural inventory and may require completion of an environmental assessment. Failure of the Holder to comply with this requirement may result in a suspension of operations authorized by this ROW grant.
19. The Holder shall protect all survey monuments found within the ROW. Survey monuments include, but are not limited to: General Land Office (GLO) and BLM Cadastral Survey Corners, reference corners, witness points, U. S. Coastal and Geodetic bench marks and triangulation stations, military control monuments, and recognizable civil (both public and private) survey monuments. In the event of obliteration or disturbance of any of the above, the Holder shall immediately report the incident, in writing, to the Authorized Officer and the respective installing authority if known. Where GLO or BLM ROW monuments or references are obliterated during operations, the Holder shall secure the services of a registered land surveyor or a Bureau cadastral surveyor to restore the disturbed monuments and references using surveying procedures found in the Manual of Surveying Instructions for the Survey of the Public Lands in the United States, latest edition. The Holder shall record such survey in the appropriate county and send a copy to the Authorized Officer. If the Bureau cadastral surveyors or other federal surveyors are used to restore the disturbed survey monument(s), the Holder shall be responsible for the survey cost.
20. The Holder shall notify the Authorized Officer if there is a significant variance from the approved action with respect to the use, storage, or disposal of hazardous materials on this ROW.
21. The ROW shall be maintained in a sanitary condition at all times. Waste materials at the site shall be disposed of promptly at an appropriate waste disposal site. "Waste" means all discarded matter including, but not limited to: human waste, trash, garbage, refuse, oil drums, petroleum products, ashes, and equipment.
22. Subleasing authority is not granted.
23. Selling the ROW is not authorized.
24. In the event that the public land underlying the right-of-way (ROW) encompassed in this grant, or a portion thereof, is conveyed out of Federal ownership and administration of the ROW or the land underlying the ROW is not being reserved to the United States in

the patent/deed and/or the ROW is not within a ROW corridor being reserved to the United States in the patent/deed, the United States waives any right it has to administer the right-of-way, or portion thereof, within the conveyed land under Federal laws, statutes, and regulations, including the regulations at 43 CFR Part [2800][2880], including any rights to have the holder apply to BLM for amendments, modifications, or assignments and for BLM to approve or recognize such amendments, modifications, or assignments. At the time of conveyance, the patentee/grantee, and their successors and assigns, shall succeed to the interests of the United States in all matters relating to the right-of-way, or portion thereof, within the conveyed land and shall be subject to applicable State and local government laws, statutes, and ordinances. After conveyance, any disputes concerning compliance with the use and the terms and conditions of the ROW shall be considered a civil matter between the patentee/grantee and the ROW Holder.

25. In accordance with federal regulations in 43 CFR 2807.21, any proposed transfer of any right or interest in the ROW grant and future amendment(s) shall be filed with the Authorized Officer. An application for assignment shall be accompanied by a showing of qualifications of the Assignee. The assignment shall be supported by a stipulation that the Assignee agrees to comply with and to be bound by the terms and conditions of the grant to be assigned. No assignment shall be recognized unless and until it is approved in writing by the Authorized Officer. Fees for assignments shall be in accordance with 43 CFR 2807.21.
26. The ROW shall be relinquished to the United States within 180 days if it is no longer needed for the use it was authorized to serve.
27. Prior to relinquishment or abandonment of any portion of the ROW authorized by this grant and future amendment(s), the Holder shall contact the Authorized Officer to arrange a joint inspection of the ROW. This inspection will be held to agree to an acceptable rehabilitation plan. This plan shall include, but is not limited to, removal of facilities, surface material, re-contouring, topsoiling, or seeding. The Authorized Officer must approve the plan in writing prior to the Holder's commencement of any termination activities. The Holder shall be responsible for the cost and implementation of the approved rehabilitation plan.
28. The Holder shall comply with Title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d et seq.) and the regulations of the Secretary of the Interior issued pursuant thereto.
29. If the Holder violates any of the terms and conditions of this grant, the Authorized Officer, after giving written notice, may declare the grant terminated. The Authorized Officer may consult with the Holder and, at the Authorized Officer's discretion, grant a period of time to cure the violation prior to declaring the grant terminated.
30. The effective date of this ROW grant is the date of execution by the Authorized Officer.