

Exhibit C

Statement of Overriding Considerations

Pursuant to the requirements of CEQA Sections 21002, 21002.1, and 21081 and Section 15093 of the State CEQA Guidelines, the EBZA finds that approval of the Sand Hill Wind Project, whose potential environmental impacts have been evaluated in the final EIR, and as indicated in the above findings, will result in the occurrence of significant effects which are not avoided or substantially lessened, as described in the Exhibit A CEQA findings for the project. These significant effects include:

Initial Repower

Impact AESTH-2: Have a substantial adverse effect on a scenic vista

Impact AESTH-3: Substantially damage scenic resources, including but not limited to trees, rock outcroppings, and historic buildings along a scenic highway

Impact AESTH-4: Substantially degrade the existing visual character or quality of the site and its surroundings

Impact AQ-3: Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is a nonattainment area for an applicable federal or state ambient air quality standard (including releasing emissions that exceed quantitative thresholds for ozone precursors), due to high levels of NO_x emissions during the construction period

Impact BIO-11: Operation of the proposed project could have direct impacts on special-status avian species

Impact GHG-1: Generate GHG emissions, either directly or indirectly, that may have a temporary, construction-related significant impact on the environment

Impact TRA-1: Conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system, taking into account all modes of transportation, including mass transit and non-motorized travel and relevant components of the circulation system, including, but not limited to, intersections, streets, highways and freeways, pedestrian and bicycle paths, and mass transit, due to construction traffic on local routes

Full Repower

Impact AESTH-2[F]: Have a substantial adverse effect on a scenic vista

Impact AESTH-3[F]: Substantially damage scenic resources, including but not limited to trees, rock outcroppings, and historic buildings along a scenic highway

Impact AESTH-4[F]: Substantially degrade the existing visual character or quality of the site and its surroundings

Impact AQ-3[F]: Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is a nonattainment area for an applicable federal or state ambient air quality standard (including releasing emissions that exceed quantitative thresholds for ozone precursors), due to high levels of NOx emissions during the construction period

Impact BIO-11[F]: Operation of the proposed project could have direct impacts on special-status avian species

Impact GHG-1[F]: Generate GHG emissions, either directly or indirectly, that may have a temporary, construction-related significant impact on the environment

Impact TRA-1[F]: Conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system, taking into account all modes of transportation, including mass transit and non-motorized travel and relevant components of the circulation system, including, but not limited to, intersections, streets, highways and freeways, pedestrian and bicycle paths, and mass transit, due to construction traffic on regional route I-580/I-205 in project vicinity and construction traffic on local routes

Impact TRA-2[F]: Conflict with an applicable congestion management program, including, but not limited to, level-of-service standards and travel demand measures or other standards established by the county congestion management agency for designated roads or highways, during construction

Impact TRA-4[F]: Substantially increase hazards because of a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment), due to construction-related traffic

Impact TRA-6[F]: Conflict with adopted policies, plans, or programs regarding public transit, bicycle or pedestrian facilities, or otherwise decrease the performance or safety of such facilities, during construction

The County will mitigate the significant and unavoidable impacts described above to the extent feasible. However, these measures will not reduce the above impacts to less-than-significant levels.

The County has examined reasonable project alternatives. Each of the alternatives has significant and unavoidable impacts similar to those of the project. The County has determined that these alternatives would not achieve the core project objectives, are infeasible, and/or would not reduce the significant and unavoidable impacts identified for the project. Each alternative has been discussed in the Exhibit A CEQA findings for the project.

The County has determined to approve the project. In preparing this statement of overriding considerations, the County has balanced the benefits of the project against its unavoidable environmental impacts. While implementation of the project would result in the significant and unavoidable impacts listed above, the County finds that the benefits of the project are overriding considerations when weighed against its environmental impacts.

As required by CEQA Section 21081(b) and State CEQA Guidelines Section 15093, the EBZA therefore finds that the unavoidable significant effects listed above are outweighed by specific

overriding economic, legal, social, technological, or other benefits offered by the project. Specifically, the project, if approved, will provide the following benefits:

Environmental Benefits

The project will assist California in meeting its legislated Renewable Portfolio Standards criteria for the generation of renewable electric energy in the state – 33% from renewable energy sources, such as wind, by 2020, both by maintaining renewable energy output, and by enabling and accelerating the repowering of old generation turbines which are known to be hazardous to avian species. The project will also assist California in maintaining its legislated Global Warming Solutions Act criteria that require reductions in carbon dioxide and other greenhouse gas emissions to 1990 levels by 2020, which in turn represent benefits in the region. Approval of the Project will aid the County in meeting energy needs in an efficient and environmentally sound manner, as provided in the County General Plan, which encourages utilization of renewable energy resources.

Economic Benefits

The project will provide new full-time jobs during construction of the project. The project will provide economic benefits to the County and its residents by increased spending in the community as a result of construction and development related work. In addition, the project is compatible with the existing agricultural use. It will promote the long-term economic viability of agricultural uses in the Unincorporated Alameda County by providing financial support to property owners, who can use the funding to enhance agricultural operations. Project road maintenance will also enhance agricultural operations by improving access throughout the project properties.

Technological and Scientific Benefits

The project will provide technological benefits, through a phased permitting and development process, by testing and demonstrating a new wind energy generation technology on wind-avian impacts with a scientifically-supported avian impact research record for this new technology. This information allows others to evaluate and compare the characteristics and collective impacts of the various wind energy technologies. Based on this information, determinations can be made whether some technologies are preferable from an environmental perspective and can be factored into alternative analyses. Use information derived from the Avian Validation Study and project operations may inform a long-term solution for repowering in the APWRA that reduces impacts on avian species and potentially reduces costs to ratepayers by using surplus transmission capacity at the Tesla substation and locating wind energy facilities close to Bay Area load centers.

Each benefit set forth above constitutes an overriding consideration warranting approval of the project, independent of the other benefits, and the County determines that the adverse environmental impacts of the project are “acceptable” if any of these benefits would be realized.

Summary

The County is obligated by Section 15093 of the CEQA Guidelines to balance the competing interests of identified project benefits against the unavoidable environmental risks when determining whether to approve a project. The County finds that, based on the EIR and the entire record before the County, the project, with all of the mitigation measures proposed, would best balance the advancement of new wind technologies and avian-wind energy research, while also reducing the unavoidable impacts of the project listed above, including impacts on protected or special-status avian wildlife species, such as golden eagles and other raptors, to the minimum acceptable level. To the extent any mitigation measures could not be incorporated, such mitigation measures are infeasible because of specific economic, legal, social, technological and other considerations and the benefits of the project outweigh the unmitigated impacts.