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12-08-10

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Exhibit 1

AGREEMENT FOR PRIVATE CROSSING

THIS AGREEMENT ("Agreement"), made this 30th day of May, 2008, ("Effective Date") by and between **BNSF RAILWAY COMPANY**, a Delaware corporation (hereinafter called "Licensor") and **SES SOLAR ONE LLC** (hereinafter whether one or more persons or corporations called the "Licensee").

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties agree to the following:

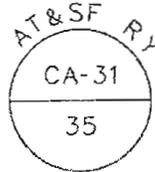
GENERAL

1. Licensor hereby grants Licensee a non-exclusive license, subject to all rights, interests, estates of third parties, including, without limitation, any leases, licenses, easements, liens, or other encumbrances, and upon the terms and conditions set forth below, to maintain, and use in strict accordance with the drawings and specifications approved by Licensor as part of Licensee's application process ("the Drawings and Specifications") an existing at-grade crossing, forty (40) feet wide ("Crossing"), DOT# 919188X, across the rail corridor of Licensor at or near Licensor's station of Hector, County of San Bernardino, State of California, Line Segment 7200, Mile Post 712.68, at the location and in the manner shown upon the print No. 1-41652, dated July 2, 2007, revised August 22, 2007, March 10, 2008 and May 7, 2008, marked "Exhibit A," attached hereto made a part hereof ("Premises") for the purposes specified in Section 3. For convenience, said Crossing, including crossing surface and all appurtenances thereto between the ends of railroad ties, cattle guards, farm gates or barriers, drainage facilities, traffic signs or devices, identification signs approved by Licensor, whistling posts, or other appurtenances, if any, are hereinafter collectively referred to as the "Crossing." Licensee must also adhere to the stipulations as set forth on the attached Exhibit's "C" and "D".
2. Licensee shall not disturb any improvements of Licensor or Licensor's existing lessees, licensees, easement beneficiaries or lien holders, if any, or interfere with the use of such improvements.
3. It is expressly stipulated that the Crossing is to be a strictly private one, to be solely used for the purpose set forth in Licensee's Application for Crossing attached hereto as Exhibit B, stipulated in Exhibit "C" and specified in Exhibit "D", and is not intended for and shall not be for public use. The Licensee, without expense to Licensor, will take any and all necessary action to preserve the private character of the Crossing and prevent its use as a public road. In the event Licensor determines that:
 - (a) the Crossing is being used for a purpose or in a manner not set forth in Exhibit "B", "C" and "D";
 - (b) there is a significant change in the volume or nature of traffic at the Crossing; or
 - (c) the Licensee has in any way breached the terms or conditions of this Agreement, Licensor shall have the right to terminate this Agreement in accordance with Section 26.

EXHIBIT "A"
ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY
AND

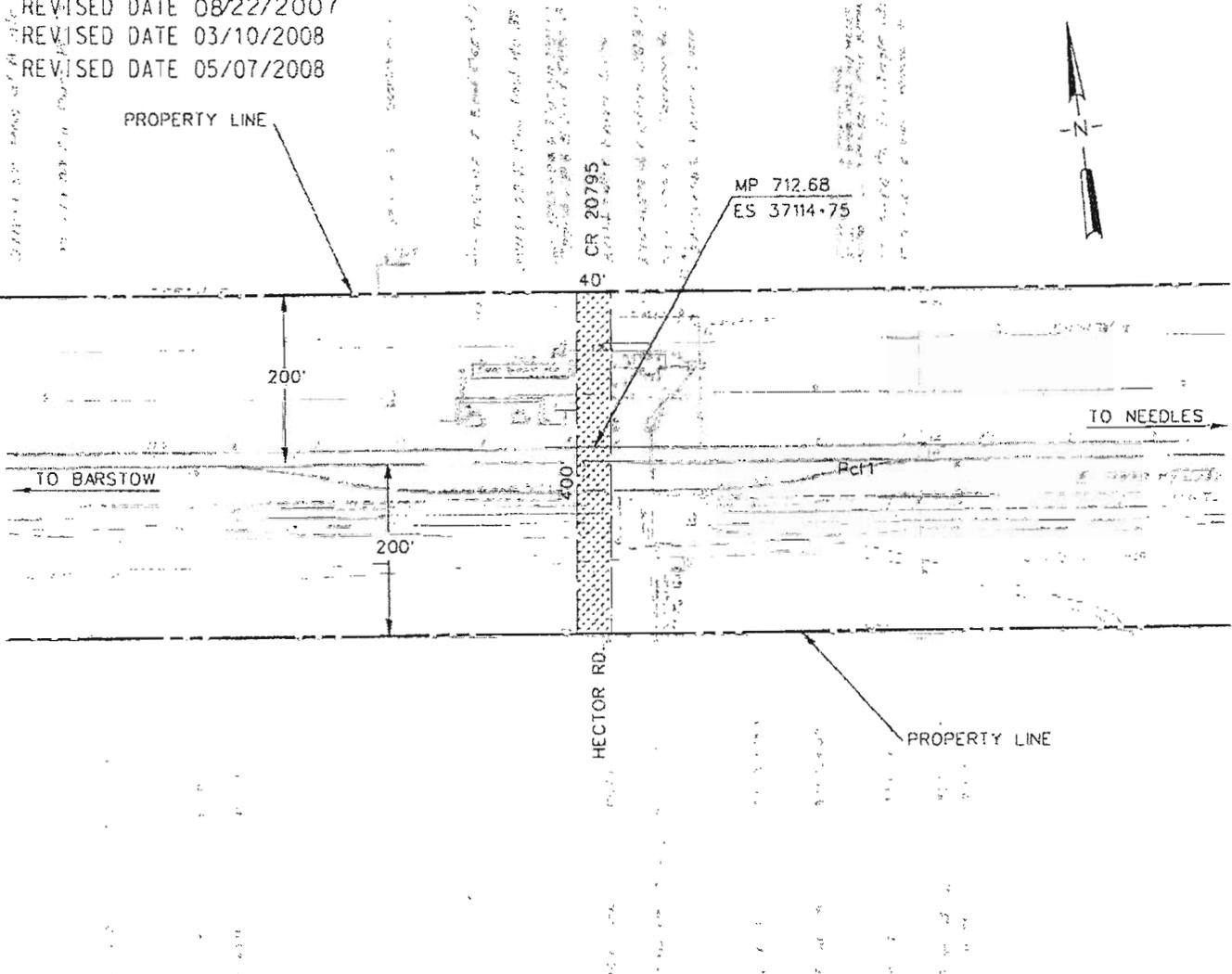
SES SOLAR ONE LLC

SCALE: 1 IN. = 200 FT.
CALIFORNIA DIV.
NEEDLES SUBDIV. L.S. 7200



SECTION: 9
TOWNSHIP: 8N
RANGE: 5E
MERIDIAN: SBM

DATE 07/02/2007
REVISED DATE 08/22/2007
REVISED DATE 03/10/2008
REVISED DATE 05/07/2008



DESCRIPTION:

A 40 FT. PRIVATE ROAD CROSSING SHOWN SHADED.
DOT• 919188X

AT HECTOR
COUNTY OF SAN BERNARDINO

STATE OF CA

AFV

MAP REF. 503601

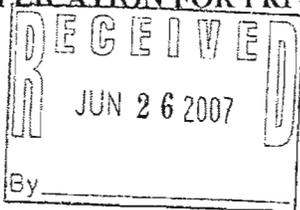
07-32775

EXHIBIT B



APPLICATION FOR PRIVATE CROSSING

Staubach Global Services, Inc.
Permit Services
3017 Lou Menk Drive, Suite 100
Fort Worth, TX 76131-2800



Date: June 20, 2007

To be completed for Residential use:

Licensee: _____ Daytime Phone: _____
(Legal Name as shown for Permit) Fax Number: _____
Address: _____

To be completed for Commercial/Industrial Use:

Licensee: Stirling Energy Systems, Inc. Daytime Phone: 1-602-957-1818
(Legal name as shown on permit) Fax Number: 1-602-957-1919
Address: 2920 E. Camelback Rd., Suite 150 Phoenix, AZ 85016

Corporation: SES Solar One, LLC State in which incorporated: Delaware
Is applicant a Railroad Shipper? Yes ___ No X If yes, BNSF Marketing Rep name and number: _____

The Following is to be completed by all applicants:

Type of Crossing (plank, concrete, etc.): Dirt New: ___ Existing: X Width: _____
If Existing: Need Rehab? Yes ___ No X
Crossing Location: Hector Rd., 1 mile North of I-40 City: 35 Miles East Barstow County: San Bernardino State: CA
Section: 2 Township: 8N Range: 5E Highway Name/Number: North I-40 by 1 mile
Temporary: _____ Permanent: X Crossing, located at RR Milepost: _____ DOT# _____
If Temporary, specify time period crossing will be required: 6 months
What use will be made of the crossing: Commercial- survey vehicles needed to cross to proposed project development area
User Vehicle Type: 4x4 trucks for land survey and well drilling equip. for test well to be drilled on north side of RR tracks
Total number of vehicle crossing per day: 5 crossings per month for 6 months

Other private crossings in vicinity: Yes X No ___
If yes, give distance/direction from the crossing: 4.5 Miles East of Hector Road near Pisgah Substation used by SCE
What is the distance to the closest public crossing in either direction: _____

Do you own or lease the land on either side of your crossing: Lease ___ Own X (It will be, purchase arrangements in process)
If leased, provide owners name and telephone number: _____
If leased, please provide written authorization for legal owner with application.

If this is an existing crossing, how many families are using it now? None If known, list names and addresses on reverse.
If Cooperative use, please provide names and permit numbers held by others (attach) and provide proof of land ownership.

What are the future plans for this property? Long term - Total 50 year life of solar power facility- Currently working with BNSF project team to design build and construct overpass to replace Hector Road Crossing.

Applicant understands he or she will be requested to sign a regular crossing permit, which will provide that Applicant will
1) assume the cost to construct the crossing, 2) furnish insurance as requested by BNSF Railway, 3) assume the cost to remove the crossing if crossing is temporary, and 4) reimburse BNSF Railway for the expense incurred to maintain this crossing.

Date: 6/20/07

Signature: _____

Print Name: ERIKA HANSON - SES
Phone Number: 602-957-1818 Fax: 602-957-1919
Email: ehanson@stirlingenergy.com

BNSF



Rupert A. Tobosa
Director Field Safety Support

BNSF Railway Company

2600 Lou Menk Drive
Fort Worth, Texas 76131

EXHIBIT "C" (Revised)

Re: Request submitted to be permitted for the use of an existing At-Grade Private crossing at or near Hector, San Bernardino County, California at Line Segment 7200 , Mile Post 712.68 , DOT # 919188X.

The above referenced request is hereby approved under the following conditions.

1. This permit application is for a temporary crossing for a period of THREE (3) months with renewals at the discretion of BNSF.
2. Crossing approaches require modification to attain level grade in order to accommodate proposed vehicle traffic. BNSF Engineering will generate estimate (Jim Goff needs to be notified that Greg J. Rousseau is currently working on approach and pole gate estimate) and BNSF approved contractor perform work at the sole cost and expense of Licensee.
3. SES will install and maintain a pipe gate the crossing on the south side at their sole cost and expense.
4. All SES contractors are required to complete the BNSF Contractor Safety Orientation and Operation Lifesaver training.
5. In the event SES acquires a property interest in the property adjacent to the crossing and commences construction of its "Solar 1 - Solar Farm" facility on the premises, SES agrees to construct an overpass to replace the Hector Road crossing. During the construction of the overpass, SES shall apply for a temporary at-grade private crossing agreement to utilize the private crossing. Upon completion of the construction of the overpass, the Hector Road crossing will be permanently closed to SES use.
6. Licensee will be required to have a BNSF flag person present at their sole cost and expense to coordinate vehicle movements that exceed 10,001 pounds Gross Vehicle Weight 'GVW'.
7. Licensee agrees to provide Licensor's local Roadmaster with at least seven (7) days advanced notice of need for flag person.

Exhibit 2

From: Rousseau, Greg J [mailto:Greg.Rousseau@bnsf.com]
Sent: Tuesday, November 17, 2009 7:11 AM
To: 'IMMJFONTANA@aol.com'
Subject: RE: Tessera Solar Right of Way

please call me around 9 am this morning 909-553-1736 I received the approval I needed to write your letter.

GR

Thank You,

Greg Rousseau

Project Engineer
BNSF Railway CO.

909.386.4079 Ph.
909.386.4479 Fx.
<mailto:greg.rousseau@bnsf.com>

From: IMMJFONTANA@aol.com [mailto:IMMJFONTANA@aol.com]
Sent: Monday, November 16, 2009 9:57 AM

12/7/2010

To: Rousseau, Greg J
Subject: Re: Tessera Solar Right of Way

Greg,

Are you available for a call this morning about the ROW??

Irene J

In a message dated 11/13/2009 4:31:29 P.M. Pacific Standard Time, Greg.Rousseau@bnsf.com writes:

Now
via Black Berry of G. Rousseau

From: IMMJFONTANA@aol.com <IMMJFONTANA@aol.com>
To: Rousseau, Greg J
Sent: Fri Nov 13 18:29:19 2009
Subject: Re: Tessera Solar Right of Way

Call you now? Or Monday?

IJ

In a message dated 11/13/2009 4:21:43 P.M. Pacific Standard Time, Greg.Rousseau@bnsf.com writes:

Possibly. Please call me
via Black Berry of G. Rousseau

From: IMMJFONTANA@aol.com <IMMJFONTANA@aol.com>
To: Rousseau, Greg J
Sent: Fri Nov 13 18:14:40 2009
Subject: Re: Tessera Solar Right of Way

Thanks, do you think Monday is possible??

IJ

In a message dated 11/13/2009 4:06:20 P.M. Pacific Standard Time, Greg.Rousseau@bnsf.com writes:

Not yet
via Black Berry of G. Rousseau

From: IMMJFONTANA@aol.com <IMMJFONTANA@aol.com>
To: Rousseau, Greg J
Sent: Fri Nov 13 18:04:51 2009
Subject: Tessera Solar Right of Way

Hi Greg,

Today, I was out in the field again and checked my phone for your email letter. Did not see one. I know that you are busy, but wondered if you had sent it to Camille and I today??

Thanks!

Irene J

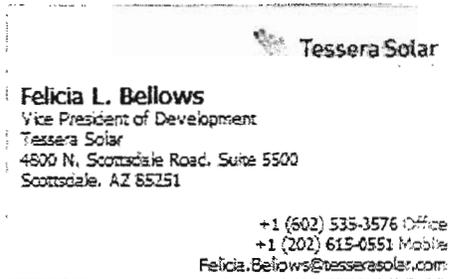
Irene M. James
IM JAMES ENTERPRISES, LLC
Land Development Consultant
Post Office Box 454
Etiwanda, CA 91739
Phone: 909-702-0673
Fax: 909-350-8990
immjfontana@aol.com

Exhibit 3

Subj: RE: Tessera Solar MOU re BNSF right of way easement at Hector, CA
Date: 11/19/2009 12:46:34 P.M. Pacific Standard Time
From: Felicia.Bellows@tesseractosolar.com
To: IMMJFONTANA@aol.com, Camille.Champion@tesseractosolar.com

Looks good to me.

Thanks.



From: IMMJFONTANA@aol.com [mailto:IMMJFONTANA@aol.com]
Sent: Thursday, November 19, 2009 11:37 AM
To: Camille Champion; Felicia Bellows
Subject: Fwd: Tessera Solar MOU re BNSF right of way easement at Hector, CA

Here is the right of way approval letter from Greg R, BNSF, for the CEC. Looks OK to me. Any questions or comments?

Irene J

From: Greg.Rousseau@bnsf.com
To: IMMJFONTANA@aol.com
CC: LaToya.Flanigan@am.jll.com, Greg.Rousseau@bnsf.com, Michele.Tucker@BNSF.com, Leif.Smith@bnsf.com
Sent: 11/19/2009 10:26:19 A.M. Pacific Standard Time
Subj: Tessera Solar MOU re BNSF right of way easement at Hector, CA

Irene,

Attached is my general approval letter for the access. All details will still need to be worked out and this is intended as a simple MOU to further the BNSF Right of Way access process by Tessera.

Call with and additional questions or comments.

Thank You,

Greg Rousseau

Project Engineer
BNSF Railway CO.

909.386.4079 Ph.

Thursday, November 19, 2009 AOL: IMMJFONTANA

Exhibit 4



Greg Rousseau

Project Engineer

**BNSF Railway
Company**

740 E. Carnegie Dr.

740 E. Carnegie Dr.

San Bernardino, CA

909-386-4077 Ph.

909-386-4085

greg.rousseau@bnsf.com

November 20, 2009

Felicia Bellows
V.P. of Business Development
Tessera Solar
4800 North Scottsdale Road, Suite 5500
Scottsdale, AZ 85251

Subject: BNSF Application for an Exclusive Right of Way

Dear Ms. Bellows:

It is my understanding that Tessera Solar/Stirling Energy Systems, Inc (SES) is in the process of developing the area north and south of the BNSF Railroad line for a solar facility. The project is located 37 miles east of Barstow, CA. Tessera Solar/SES is requesting permission to access a portion of their project utilizing a portion of the existing BNSF right-of-way (see attached map).

BNSF will not oppose granting Tessera Solar/SES access to Tessera property via BNSF right of way. The location of the access will be between BNSF Needles Subdivision Milepost 712.5 to 714.5 and will be more specifically defined at a later date.

The details of the type of access (easement or lease) can be defined in the Agreement Process with Jones, Lange, La Salle, BNSF Railway property agents.

All local, state, and federal permits must be obtained for grading, drainage, etc. My office will review and approve the roadway grading plan prior to the roadway work being performed.

If you need anything further or have any questions relating specifically to this application please do not hesitate to contact me at 909-386-4079.

Sincerely,

Greg Rousseau

Greg Rousseau, Project Engineer
BNSF Railway Company
740 East Carnegie Drive
San Bernardino, CA 92408

Exhibit 5

From: Rousseau, Greg J [mailto:Greg.Rousseau@bnsf.com]
Sent: Thursday, March 04, 2010 10:04 PM
To: 'Irene M. James'
Subject: RE: Hector Road Crossing and Tessera Solar Bridge Locations

other than the main lines the the s. side run around track has changed over time for maintenance needs so it may or may not be shown on the maps.

The mile post of the private crossing is MP 612.68 which both the track chart and exhibit print show as the crossing location. That is close enough for me.

GR

Thank You,

Greg Rousseau

Project Engineer
BNSF Railway CO.

12/7/2010

909.386.4079 Ph.
909.386.4479 Fx.
<mailto:greg.rousseau@bnsf.com>

From: Irene M. James [<mailto:immjfontana@aol.com>]
Sent: Wednesday, March 03, 2010 5:39 PM
To: Rousseau, Greg J; Thomas, Melvin V
Cc: 'Felicia Bellows'; bob.byall@tesseractosolar.com; 'Camille Champion'
Subject: Hector Road Crossing and Tessera Solar Bridge Locations

Greg,

As the next step in the BNSF/Tessera Solar Bridge project -- we need to locate the bridge at the correct milepost. You had suggested that we work from the current Hector Road Crossing Agreement. However, there seems to be some possible discrepancy with the crossing location. So, if you could please review the attached information with my notes and help me (yet again, much appreciated) -- that would be great.

1. I have attached the first two pages of the Hector Road Crossing which state that the crossing is located: DOT # 919188X, Line Segment 7200, Mile Post 712.68.
2. The Exhibit A for the Crossing Agreement shows the crossing at that Mile Post 712.68. But that exhibit shows the Crossing over both rail tracks and the siding.
3. The map that you printed for me (only a portion is attached) also shows the crossing at that location and crossing two rail tracks and the siding.
4. But we have been over the Hector Road Crossing a number of times and only remember driving over two rail tracks.
5. When I planned to meet you on the site to review the Hector right of way -- I took this picture which shows (hope that you can see) the crossing and the two tracks. I honestly do not remember driving over three tracks.
6. Next is a copy of a BNSF map that shows the Hector spur, Hector siding and the Hector Crossing. It appears to me, to show the crossing located east of the Hector siding -- which is the correct configuration from my driving over the crossing. But there is a Mile Post noted on this map "712.8 -- but I am not sure what exactly it references. Perhaps it references a larger area?
7. Last is a copy of a portion of a BNSF map that shows the estimated location of the bridge.

Can you please, help us determine the correct milepost for the bridge location so that we can work with you and Melvin on the next steps of our process?

I will be sending out my notes for comments tomorrow from our meeting (sorry for delay) -- but need help on this.

As always thanks so much for your help. And I hope your family member is feeling much better. Thanks so much for taking time with us last Thursday.

12/7/2010

Irene M. James
Land Development Consultant
IM JAMES ENTERPRISES LLC
PO Box 454
Etiwanda, CA 91739
909-702-0673
immjfontana@aol.com