

## OMNIBUS AMENDMENT TO PROJECT DOCUMENTS

*THIS OMNIBUS AMENDMENT TO PROJECT DOCUMENTS*, dated as of the 5<sup>th</sup> day of March, 2020 (“Omnibus Amendment”) is by and between the COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY, a corporate governmental agency constituting a body corporate and politic and a public benefit corporation organized and existing under the laws of the State of New York, with its principal offices at 548 Broadway, Monticello, New York 12701 (“Agency”) and NY TUSTEN I, LLC, a New York limited liability company having its principal offices located at 33 Irving Place, Suite 1090, New York, New York 10003 (“Company”).

*WHEREAS*, the Agency was created by Chapter 560 of the Laws of 1970 of the State of New York, as amended, pursuant to Title I of Articles 18-A of the General Municipal Law of the State of New York (collectively, the “Act”) as a body corporate and politic and as a public benefit corporation of the State of New York; and

*WHEREAS*, Delaware River Solar, LLC, predecessor in interest to the Company, entered into a Lease dated April 6, 2016 for premises located on Woodoak Drive in the Town of Tusten, County of Sullivan, State of New York (“2016 Lease”); and

*WHEREAS*, the Lease was amended by that certain First Amendment to Lease Agreement entered into as of April 1, 2018; and

*WHEREAS*, on or about March 14, 2019, the Company presented an application (“Application”) to the Agency, requesting the Agency’s assistance with respect to a certain project consisting of the construction of an approximately 1.968MW solar photovoltaic electricity generating facility to be interconnected to the New York State Electric and Gas (“NYSEG”) electrical grid (“Project”). The Project is comprised of (a) racking to mount the solar modules; (b) solar modules; (c) inverters and transformers mounted on a concrete inverter pad and (d) assorted electrical components and wiring (collectively, “Solar Array”); and

*WHEREAS*, the Land (as hereinafter defined) is owned by Homelands Farm, LLC and has been leased to the Company pursuant to a long-term ground lease; and

*WHEREAS*, on April 8, 2019 the Agency approved the Project; and

*WHEREAS*, on or about April 8, 2019, the Company and the Agency entered into the following documents:

1. Agent and Project Agreement (“Agent Agreement”);
2. Lease to Agency and memorandum thereto (collectively, “2019 Lease Agreement”);
3. Bill of Sale to Agency (“Bill of Sale to Agency”);
4. Bill of Sale to Company (“Bill of Sale to Company” and together with the Bill of Sale to Agency, the “Bills of Sale”);
5. Leaseback to Company and memorandum thereto (“2019 Leaseback Agreement”); and

6. Payment in Lieu of Taxation Agreement (“2019 PILOT Agreement”).

Items 1-6 are collectively referred to as the (“2019 Project Documents”); and

*WHEREAS*, since the execution of the 2019 Project Documents and following construction of the Solar Array, the ground lease has been amended and an as-built survey completed which now more accurately describes the parcel of land upon which the Solar Array is located. The further amendment to the lease is pursuant to that certain Second Amendment to Lease Agreement, dated March 29, 2019 (“Second Amendment” and together with the 2016 Lease and First Amendment, the “Lease”); and

*WHEREAS*, the Company and the Agency wish to amend the 2019 Project Documents to replace the description of the Land in the 2019 Project Documents with the parcel of land described in the Second Amendment.

*NOW, THEREFORE*, in consideration of the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged it is mutually agreed as follows:

1. Amendment of Project Documents. The 2019 Project Documents are hereby amended to delete the legal description of the 16± acre parcel attached to the Bills of Sale, 2019 Lease Agreement and 2019 Leaseback Agreement and to incorporate the description of the 18.04 acre parcel attached hereto as Schedule A in its place and stead.

2. Project Description. The Project description in the 2019 Project Documents is hereby deleted and the following inserted in its place and stead:

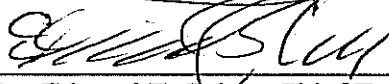
“construction of an approximately 1.968MW solar photovoltaic electricity generating facility to be interconnected to the New York State Electric and Gas (“NYSEG”) electrical grid (“Project”). The Project is comprised of (a) racking to mount the solar modules; (b) solar modules; (c) inverters and transformers mounted on a concrete inverter pad; and (d) assorted electrical components and wiring (collectively, “Solar Array”). The Solar Array has been constructed on 18.04 acres of real estate located along Woodoak Drive, Town of Tusten (“Town”), County of Sullivan (“County”), State and identified on the Town tax map as Section 14, Block 1, Lots 41.2 and a portion of Section 14, Block 1, Lot 41.3, as more particularly described on Exhibit A annexed hereto and made a part hereof.”

3. Recording Memos. Contemporaneously herewith, the Company and the Agency shall execute and thereafter record in the Office of the Sullivan County Clerk an Amended and Restated Memorandum of Lease to Agency and an Amended and Restated Memorandum of Leaseback to Company to update the legal description.

4. Integration. Except as herein amended, all other terms and conditions of the 2019 Project Documents shall remain in full force and effect.

*IN WITNESS WHEREOF*, the Company and the Agency have caused this Omnibus Amendment to be executed in their respective names, all as of the date first above written.

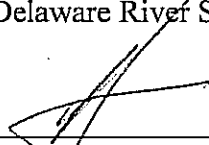
COUNTY OF SULLIVAN INDUSTRIAL  
DEVELOPMENT AGENCY



By: Edward T. Sykes, Chief Executive Officer

NY TUSTEN I, LLC

By: Delaware River Solar, LLC, its Sole Member



By: Paul Winter

# SCHEDULE

A

## EXHIBIT C

### Description of Property

Woodoak Drive

Tusten, NY-12764

Tax Parcel: 14.-1-41.2 and 14.-1-41.3

### Description of Premises

ALL that piece, parcel or tract of land situate and lying in the Town of Tusten, Sullivan County and State of New York, being known as a portion of Sullivan County Tax Parcels 14-1-41.2 & 41.3, more particularly described as follows:

Beginning at a ½" steel rod, found in the easterly line of Laurel Lane and at the northerly corner of lands, now or formerly, of Gennary J. & Beverly A. Leonetti, per Instrument 2014-1417 and the easterly corner of lands, now or formerly, of Homeland Farms, LLC, per Liber 2245 at Page 541, thence along said Homeland Farms, LLC lands and the easterly bounds of Laurel Lane and Wood Oak Drive the following two (2) courses and distances:

- 1) N 39°10'56" E a distance of 275.00' to a point;
- 2) N 11°46'56" E a distance of 589.20' to a 5/8" steel rod, to be set in the southerly bounds of lands, now or formerly, of the Town of Tusten, per Liber 1504 at Page 602;

Thence, along said Town of Tusten lands, S 85°29'04" E a distance of 543.12' to a point in the westerly bounds of Arena Court;

Thence, through the aforementioned Homeland Farm, LLC lands, the following ten (10) courses and distances:

- 1) S 04°27'46" W a distance of 342.10';
- 2) S 08°38'21" W a distance of 21.32';
- 3) S 26°12'30" W a distance of 139.84';
- 4) S 46°19'27" W a distance of 5.16';
- 5) S 11°46'26" W a distance of 39.96';
- 6) S 21°43'41" E a distance of 62.92';
- 7) S 54°10'46" W a distance of 77.02';
- 8) S 37°41'37" E a distance of 115.80';
- 9) S 85°19'18" E a distance of 50.07';
- 10) S 30°18'40" E a distance of 368.81' to a point in the line of lands, now or formerly, of Pablo A. Mascolo, per Instrument 2016-5175 ;

Thence, along said Mascolo lands, S 39°46'56" W a distance of 426.34' to a point which lies 1.54' northwesterly of a ½" steel rod, found in the northerly line of aforesaid Leonetti;

Thence, along said Leonetti lands, N 49°09'33" W a distance of 960.85' to the point and place of beginning.

Containing 18.04 acres of lands.

Subject to any rights of way, easements and or ownership which may have been granted to utility companies and/or municipalities.

Bearings are with reference to Grid North.