

FIRST AMENDMENT TO SUBLEASE AGREEMENT (Area 2)

This First Amendment to Sublease Agreement (Area 2) (the "Amendment") is effective as of the ____ day of _____, 2021 (the "Amendment Effective Date") and is by and between SMER Research 1, LLC, a California limited liability company (the "Sublandlord") and Southwest Riverside County Energy Authority, a California Joint Powers Authority ("Subtenant").

Recitals

A. Sublandlord (as "Power Provider") and Subtenant (as "Purchaser") are parties to that certain Solar Power Purchase Agreement (Area 2) dated May 9, 2018 (the "PPA"). Concurrent with the execution of this Amendment, the parties are entering into amendments to the PPA to, among other things, modify the term of the PPA.

B. Sublandlord and Subtenant entered into a Sublease Agreement (Area 2) dated May 9, 2018 under which Sublandlord subleased certain property to Subtenant (the "Sublease"). Capitalized terms not otherwise defined herein shall be as defined in the Sublease.

C. Sublandlord and Subtenant entered into a License Agreement (Area 2) dated May 9, 2018 under which Subtenant granted Sublandlord a license to use the subleased premises to install, own and operate the solar generating facility (the "License Agreement"). Concurrent with the execution of this Amendment, Sublandlord and Subtenant have determined to amend the License Agreement in order to modify the term and termination of the license granted therein (the "First Amendment to License Agreement," dated of even date herewith).

D. Sublandlord and Subtenant desire to also amend the Sublease to clarify their intent that references to "License Agreement" is intended to mean the License Agreement (Area 2) dated May 9, 2018, as amended by the First Amendment to License Agreement and, further, reflect the revised term of the PPA and the Sublease.

Sublandlord and Subtenant agree as follows:

1. Amendment to Section 2. Section 2 is hereby amended and restated as follows:

2. Term. The Term of this Sublease shall commence on the Effective Date and shall continue for a term of thirty (30) years from the "Operations Date," as that term is defined in the Master Lease. Notwithstanding the foregoing, the Term of this Sublease shall automatically expire upon the expiration of the "Term" of the Master Lease (as defined therein), if such expiration occurs on or after the expiration of the "Initial Term" of the Master Lease (as defined therein).

2. Amendment to Section 4. Section 4 is hereby amended and restated as follows:

4. License Right. During the term of this Sublease, Sublandlord shall be entitled to enter onto the Premises in accordance with the License Agreement (Area 2) dated May 9, 2018, as amended by the First Amendment

to License Agreement, attached as Exhibit C, and incorporated herein by this reference.

3. Amendment to Exhibit C. Exhibit C of the Sublease is hereby deleted and replaced in its entirety with the Amended and Restated Exhibit C attached to this Amendment.
4. Miscellaneous. Except as otherwise expressly modified herein, the terms and provisions of the Sublease shall continue in full force and effect. This Amendment may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one agreement. Signature pages of this Amendment transmitted by electronic mail in portable document format will have the same legal effect as a manually executed signature page. This Amendment shall be governed and construed in accordance with the laws of the State of California.

[Signature page follows]

The undersigned cause their duly authorized representatives to execute this Amendment as of the Amendment Effective Date.

SMER RESEARCH 1, LLC

By: _____
William P. Love, Manager

SOUTHWEST RIVERSIDE COUNTY ENERGY
AUTHORITY

By: _____
Jason Simpson, Executive Director

ATTEST:

Candice Alvarez, MMC, Authority Secretary

APPROVED AS TO FORM:

David H. Mann, Authority Counsel

**Amended and Restated Exhibit C
License Agreement (Area 2) dated May 9, 2018,
as amended by the First Amendment to License Agreement**

[Attached]