

AMENDMENT TO COMMUNITY BENEFIT AGREEMENT

This Amendment to Community Benefit Agreement ("Amendment") is made this 18th day of September, 2019 by and between the Town of Osborn, Maine (the "Town") and Weaver Wind, LLC ("Weaver Wind").

RECITALS

WHEREAS, the Town and Weaver Wind are parties to that certain Community Benefit Agreement dated May 2, 2015 ("Community Benefit Agreement") that addresses certain benefits to be provided by Weaver Wind to the Town as part of the construction and operation of a grid-scale wind energy development (the "Project").

WHEREAS, the Town and Weaver Wind wish to amend the Community Benefit Agreement to provide for additional payments to the Town and to expand the allowable uses for such payments.

NOW THEREFORE, in consideration of the mutual promises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Town and Weaver Wind hereby agree as follows:

Paragraph 1 subsections (a) through (c) of the Community Benefit Agreement are stricken and replaced in their entirety by the following new Paragraph 1 subsections (a) through (c).

1. Community Benefit Annual Contribution: Timing of Payments: Obligation

(a) Intentionally left blank.

(b) Energy/Environmental/Property Tax Relief Fund: Weaver Wind will make an initial payment of Eight Hundred Fifty Thousand Dollars (\$850,000.00) to the Town to establish a fund for energy conservation, reduction of energy costs, environmental improvements, and property tax relief (the "Town Fund"). Weaver Wind shall make the initial \$850,000.00 payment to the Town Fund within one hundred eighty (180) days following the date the Project reaches Commercial Operation. Weaver Wind shall make an additional one-time payment of One Hundred Thousand Dollars (\$100,000.00) to the Town Fund within ninety (90) days following the one-year anniversary of the Commercial Operation date. The Town Fund shall be administered by the Town's Board of Selectmen for the above stated purposes and in accordance with Appendix A attached hereto. If some portion or all of the Town Fund cannot be used for purposes described herein, such amount(s) may be used by the Town for any lawful purpose.

(c) Annual Contribution Payments: Weaver Wind shall make Twenty (20) payments (each an "Annual Contribution" and collectively the "Annual Contributions") to the Town in an amount equal to Two Thousand Dollars (\$2,000.00) per megawatt (MW) of actual installed generating capacity of that portion of the Project located in the Town on the date the Project reaches Commercial Operation. The per-MW amount of \$2,000.00 shall escalate at 2% per year following the first Annual Contribution payment. The Annual Contribution shall be based on the derated capacity of the turbine. For the avoidance of doubt, the Parties agree that the turbines proposed for the Project have a derated capacity of 3.3 MW and the Annual Contribution shall be based on that derated capacity. The first Annual Contribution payment will be made within one hundred eighty (180) days

following the date the Project reaches Commercial Operation. The remaining Annual Contributions (in years 2-20) will be made annually thereafter, on the anniversary of Commercial Operation date.

2. Appendix A of the Community Benefit Agreement is hereby stricken and replaced with the attached Appendix A.

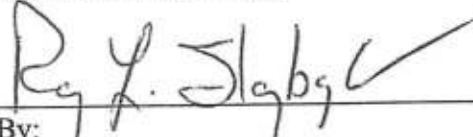
3. The following is hereby added at the end of Paragraph 3: "In the event the Town of Osborn deorganizes, the Town will seek to ensure that the benefits of this agreement remain with the inhabitants and property owners of the Town of Osborn as part of any deorganization procedure or similar plan presented for approval by the voters and Maine Legislature."

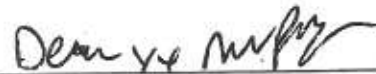
4. To avoid confusion, all references to SunEdison as a defined term for Weaver Wind, LLC in the Community Benefit Agreement are stricken and replaced by Weaver Wind.

5. Except as set forth herein, all other provisions of the Community Benefit Agreement remain unchanged and in full force and effect.

IN WITNESS WHEREOF, each party to this Agreement has caused it to be executed effective on the date indicated above.

TOWN OF OSBORN


By: _____
Its: Selectman


By: _____
Its: Selectman


By: _____
Its: Selectman

WEAVER WIND, LLC


By: _____
Its: VERJITA TSANG
VP and Authorized Signatory

UPDATED APPENDIX A – ADMINISTRATION OF TOWN FUND

Board of Selectmen Administer Town Fund. The Town of Osborn's Board of Selectmen will administer the Town Fund. Monies from the fund are also available to support the Town's administration of the Town Fund, including 3rd party services.

In order to receive benefits from the Town Fund, an applicant must submit in writing a request on a form approved by the Board of Selectmen and demonstrate they are an Eligible Applicant for an Eligible Project(s) as set forth below. Such application must be received by the Town no later than April 1, 2022.

Eligible Applicant. Eligible Applicants include property owners in the Town of Osborn at the time of creation of the Town Fund who are planning Eligible Projects as defined below. Eligible Applicants do not include property owners that do not pay property tax, or financial institutions that own property (e.g., foreclosure property).

Eligible Project(s). Eligible Projects include:

- Energy reduction or energy efficiency projects, including but not limited to alternative fuel installations, energy assessments, solar energy projects, high efficiency boiler or furnace installations, and weatherization projects
- Environmental improvement projects, including but not limited to wastewater disposal system installation, repairs, or improvements, drinking water system installation, repairs, or improvements, erosion and sedimentation control measures, drainage management and control measures, pollution control or abatement, hazardous substance control or abatement (e.g., lead paint abatement), oil and other petroleum substance control or abatement, vegetation enhancement or revegetation activities, and other types of environmental enhancement or control activities or measures
- Property tax relief

Applicants may request funds for one or more of the categories above.

Grants. The Board of Selectmen have the authority to establish applicant categories and limits for the purposes of administering the Town Fund.

The Board of Selectmen have the authority to reject applications using their sole discretion as a result of property divisions, construction activities, property uses, or other factors indicating an applicant is employing conduct for the primary purpose of seeking multiple awards through administration of the Town Fund. The Board of Selectmen also have the authority to reject an application for non-payment of taxes or other reasons an applicant is not in good standing.

UPDATED APPENDIX A – ADMINISTRATION OF TOWN FUND

Written Requests Required. All Eligible Applicants must submit a written application to the Board of Selectmen on a form approved by the Board of Selectmen that is received by the Town no later than April 1, 2022, which shall include, but is not necessarily limited to, the following items:

- Name and address of the applicant
- Address and parcel identification of the property on which the Eligible Project will be undertaken
- Description of the Eligible Project(s)
- Anticipated cost of the Eligible Project(s)
- Identification of sources of information about the Eligible Project(s) including contractors, engineers, etc.
- A certification that the Eligible Applicant will use grant funds for Eligible Project(s), and an acknowledgement that upon request the Eligible Applicant will submit receipts or other satisfactory evidence to the Board of Selectmen showing the Eligible Project(s) cost at least as much as the grant amount
- Signature and date of the Eligible Applicant
- Any other information the Board of Selectmen reasonably requests.

A change in status of an Eligible Applicant (e.g., property transfer; change in name) shall be communicated in writing to the Board of Selectmen. No award will be given to applicants that transfer their interests, but the transferee shall remain eligible for consideration.

The Board of Selectmen must evaluate whether the applications meet the definition of Eligible Applicant and Eligible Project(s) before voting to make an award from the fund. When the Board of Selectmen votes to make an award from the Town Fund, it shall write a letter to the Eligible Applicant informing them of the grant award, including the amount of the grant.

Remaining Monies in Town Fund. As mentioned previously, if there is remaining money in the Town Fund following all awards to Eligible Applicants for Eligible Projects, then such remaining money shall be used for any lawful purpose by the Town of Osborn.