

**AMENDMENT #1 TO ENGINEERING, PROCUREMENT AND CONSTRUCTION AGREEMENT
BETWEEN THE COUNTY OF NEVADA AND SUNPOWER CORPORATION, SYSTEMS**

THIS AMENDMENT is executed this 26th day of July, 2016 by and between SUNPOWER CORPORATION, SYSTEMS ("Installer") and COUNTY OF NEVADA ("Customer"). Said Amendment will amend the prior agreement between the parties entitled ENGINEERING, PROCUREMENT AND CONSTRUCTION AGREEMENT entered into on April 26, 2016 by Resolution No. 16-177.

WHEREAS, said Agreement provides for the parties to undertake a program that includes development of five solar energy generation projects; and

WHEREAS, pursuant to Section 6.6.c of the Agreement, the Agreement may be terminated without cause in the event that Customer fails to obtain financing or final Planning approvals on or before June 30, 2016, subject to a provision that the parties may, by mutual agreement, extend that deadline by up to 30 days with the written mutual consent of the parties; and

WHEREAS, Customer expects to secure financing and Planning approvals on or about August 9, 2016; and the parties desire to extend the deadline for the Customer to secure financing and Planning approvals;

NOW, THEREFORE, the parties hereto agree as follows:

1. This amendment shall be effective as of July 26, 2016.
2. That paragraph 6.6.c shall be changed to the following:

This Agreement may be immediately terminated by Customer without cause should Customer, on or before August 31, 2016, fail to obtain financing or final Planning approvals as provided in subsections 6.6 (a) and 6.6 (b). If the Agreement is terminated pursuant to this Section 6.6, Customer and Installer shall have no obligation whatsoever to fulfill the terms and conditions of this Agreement and no payments whatsoever shall be due or payable to Installer under this Agreement or otherwise, and Installer shall not be entitled to damages of any kind, or any other remedy arising out of, or otherwise related to, the termination of this Agreement.

6. That in all other respects the prior agreement of the parties shall remain in full force and effect except as amended herein.

APPROVED AS TO FORM:
COUNTY COUNSEL

COUNTY OF NEVADA

By: _____

By: _____

Honorable Dan Miller
Chair of the Board of Supervisors

ATTEST:

SUNPOWER CORPORATION, SYSTEMS:

By: _____

By: _____

Julie Patterson Hunter
Clerk of the Board of Supervisors