

**Amendment Number 1
to Equipment Sublease/Purchase Agreement**

This Amendment Number 1 (this "**Amendment**") is made this 10th day of September, 2019 to that certain Equipment Sublease/Purchase Agreement dated as of August 1, 2016 (the "**Agreement**"), between the County of Nevada, California ("**Sublessor**") and Nevada County Sanitation District No. 1 ("**Sublessee**").

WITNESSETH:

WHEREAS, Sublessor and Sublessee are parties to the Agreement; and

WHEREAS, Sublessor and Sublessee desire to amend certain provisions of the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises as hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Agreement is hereby amended by deleting Exhibit A, Sublease Payment Schedule in its entirety and replacing it with the Revised Exhibit A, Sublease Payment Schedule that is attached hereto and incorporated herein by reference.
2. It is the intention of Subessor and Sublessee that, upon execution, this Amendment shall constitute a part of the Agreement. Except as amended hereby, the Agreement shall remain in full force and effect and is in all respects hereby ratified and affirmed. To the extent that the provisions of this Amendment conflict with the provisions of the Agreement, the provisions of this Amendment shall control. Capitalized terms not otherwise defined herein shall have the meanings ascribed them in the Agreement.

IN WITNESS WHEREOF, the parties, each by its duly authorized officer or agent, have duly executed and delivered this Amendment, which is intended to take effect as a sealed instrument, as of the day and year first written above.

County of Nevada, California (Sublessor)

Nevada County Sanitation District No. 1 (Sublessee)

By: _____

By: _____

Name: Alison Lehman

Name: Richard Anderson

Title: County Executive Officer

Title: Chair, Board of Directors