



# RESOLUTION No. 16-383

## OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA

### RESOLUTION APPROVING AND AUTHORIZING THE CHAIR OF THE BOARD TO EXECUTE AMENDMENT NO. 1 TO THE AGREEMENT WITH SUNPOWER CORPORATION, SYSTEMS TO ENGINEER, PROCURE AND CONSTRUCT FIVE SOLAR ENERGY GENERATION SYSTEMS

WHEREAS, by Resolution 16-177 the Board of Supervisors approved and authorized the Chair of the Board to execute an Agreement with SunPower Corporation, Systems for engineering, procurement, and construction of five solar energy generation systems; and

WHEREAS, the parties desire to amend the Agreement to provide for an extension of the contingency period for the County to secure financing and obtain Planning approvals for the projects.

NOW, THEREFORE, BE IT HEREBY RESOLVED that the Board of Supervisors approves and authorizes the Chair of the Board to execute, in substantially the form attached hereto, Amendment No. 1 to the Engineering, Procurement and Construction Agreement between the County of Nevada and SunPower Corporation, Systems.

PASSED AND ADOPTED by the Board of Supervisors of the County of Nevada at a regular meeting of said Board, held on the 26th day of July, 2016, by the following vote of said Board:

Ayes: Supervisors Nathan H. Beason, Edward Scofield, Dan Miller, Hank Weston and Richard Anderson.

Noes: None.

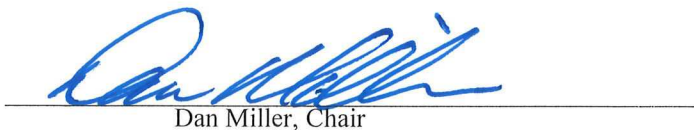
Absent: None.

Abstain: None.

ATTEST:

JULIE PATTERSON HUNTER  
Clerk of the Board of Supervisors

By: 

  
Dan Miller, Chair

7/26/2016 cc: Facilities\*  
AC\*(hold)

8/16/2016 cc: Facilities\*  
AC\*(release)  
SunPower

**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

By: 

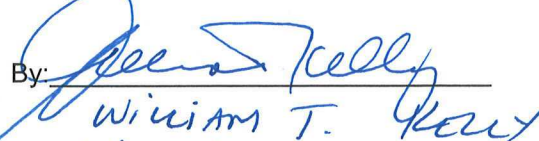
ATTEST:

By:   
Julie Patterson Hunter  
Clerk of the Board of Supervisors

COUNTY OF NEVADA

By:   
Honorable Dan Miller  
Chair of the Board of Supervisors

SUNPOWER CORPORATION, SYSTEMS:

By:   
William T. Kelly  
VICE PRESIDENT