

**Amendment Number 1
to Energy Equipment Lease/Purchase Agreement**

This Amendment Number 1 (this "**Amendment**") is made this 1st day of August, 2019 to that certain Energy Equipment Lease/Purchase Agreement dated as of November 17, 2017 (together with the Equipment Schedule, the Payment Schedule and all exhibits, schedules, addenda, amendments, modifications, riders, and other documents and instruments thereto, the "**Agreement**"), between Banc of America Public Capital Corp ("Lessor") and Martin County, Florida ("Lessee").

W I T N E S S E T H:

WHEREAS, Lessor and Lessee are parties to the Agreement; and

WHEREAS, Lessor and Lessee 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. Acquisition Period of April 30, 2019 is deleted and replaced with December 30, 2019.

2. It is the intention of Lessor and Lessee 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.

Banc of America Public Capital Corp (Lessor)

Martin County, Florida (Lessee)

By: _____

By: _____

Printed Name: _____

Printed Name: Taryn Kryzda

Title: _____

Title: County Administrator

Approved as to Form and Legal Sufficiency:

Sarah W. Woods, County Attorney