

**170306**

**4. PRIOR DRAFTS OF SCHEDULES TO THE ASSET  
PURCHASE AGREEMENT**

**GREC 7/24/17**

**City 8/9/17**

**GREC 8/10/17**

**SCHEDULES TO THE  
ASSET PURCHASE AGREEMENT**

**by and between**

**GAINESVILLE RENEWABLE ENERGY CENTER, LLC,**

**as Seller**

**and**

**CITY OF GAINESVILLE, FLORIDA d/b/a  
GAINESVILLE REGIONAL UTILITIES,**

**as Buyer**

**[\_\_\_\_\_] , 2017**

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The attached Schedules have been prepared and delivered in accordance with the Asset Purchase Agreement (the "Agreement"), dated as of [\_\_\_\_\_] , 2017, by and between Gainesville Renewable Energy Center, LLC ("Seller") and City of Gainesville, Florida d/b/a Gainesville Regional Utilities ("Buyer"). Capitalized terms used but not defined in the Schedules shall have the meanings assigned to such terms in the Agreement. Seller may, at its option, include in the Schedules items that are not material, or otherwise not expressly required to be included, in order to avoid any misunderstanding, and any such inclusion, or any references to dollar amounts, shall not be deemed to be an acknowledgment or representation that such items are material, to establish any standard of materiality or to define further the meaning of such terms for purposes of the Agreement. Information disclosed in any Schedule shall constitute a disclosure for purposes of all other Schedules notwithstanding the lack of specific cross-reference thereto, but only to the extent the applicability of such disclosure to such other Schedule is reasonably apparent. In no event shall the inclusion of any matter in the Schedules be deemed or interpreted to broaden Seller's representations, warranties, covenants or agreements contained in the Agreement. The mere inclusion of an item in the Schedules shall not be deemed an admission by the Seller that such item represents a material exception or fact, event, or circumstance or that such item had, or has, could, could not, would, would not, is or is not reasonably likely to, would reasonably be likely to or would not reasonably be likely to, be or result in, or otherwise have, a Material Adverse Effect. The headings contained in these Schedules are for convenience of reference only and shall not be deemed to modify or influence the interpretation of the information contained in the Schedules or the Agreement.

## **LIST OF SCHEDULES**

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**Schedule 1.1(A) Buyer and Seller Knowledge Persons**

**Buyer Knowledge Persons**

Ed Bielarski  
Justin Locke  
Tom Brown

**Seller Knowledge Persons**

James Gordon  
Leonard Fagan  
Albert Morales



Schedule 1.1(B) Permitted Interim Actions

None.

### **Schedule 1.1(C) Project Level Debt**

Outstanding debt provided to Seller pursuant to the Credit Agreement, dated as of June 30, 2011, among Seller, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Coordinating Lead Arranger, and the various Lenders and other parties thereto.

Floating-to-fixed interest rate swaps pursuant to the following agreements:

- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Credit Agricole Corporate and Investment Bank.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and ING Capital Markets LLC.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Natixis, New York Branch.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Rabobank Nederland, New York Branch.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Societe Generale.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and The Bank of Tokyo -Mitsubishi UFJ, Ltd.

**Schedule 1.1(D) Permitted Liens**

[None.]<sup>1</sup>

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<sup>1</sup> Note to Draft: To be updated to include the matters, if any, identified in title report ordered by Seller.

**Schedule 1.1(E)      Seller Credit Support**

\$5,000,000 performance security deposit posted by Seller pursuant to the Power Purchase Agreement.

[Subject to Seller's continuing review pending Buyer's determination of which Contracts will be Assigned Contracts.]

**Schedule 2.1(a)(i) Spare Parts Inventory**

Please see the attached list of spare parts inventory.

**Schedule 2.1(a)(iv) Tangible Personal Property****2.1(a)(iv)-1 (Owned Tangible Personal Property)****Rolling Stock and Certain Other Fixtures**

| <b>Description</b>               | <b>Quantity</b> |
|----------------------------------|-----------------|
| John Deere Gator Utility Vehicle | 2               |
| 2012 Ford 350 Pickup             | 1               |
| 2012 Ford 150 Pickup             | 1               |
| Fuel Trailer                     | 1               |
| Wagner Chip Dozer                | 1               |
| Caterpillar Wheel Loader         | 1               |
| Remanufactured Wagner Chip Dozer | 1               |
| Bottom Ash Containers            | 2               |
| Water Truck                      | 1               |
| Caterpillar Skidsteer            | 1               |
| Electric Forklift                | 1               |
| Bottom Ash Hoppers               | 2               |
| Power Mower                      | 1               |
| Chip Van                         | 2               |
| Microwave Ash Furnace            | 1               |
| Fuel Sample Pulverizer           | 1               |
| Motorola Mobile Radios           | 2               |
| Portable Handsets                | 25              |
| Security Camera Substation       | 1               |
| Front Gate                       | 1               |
| Lube Oil Storage Building        | 1               |
| Nitrogen Generator               | 1               |
| Natural Gas Connection           | 1               |

**Additional Fixtures and Improvements**

| <b>Fixture / Improvement</b>                                 | <b>Description</b>                                                                                                                                               |
|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Bubbling Fluidized Bed (BFB) Boiler and Associated Equipment | See Appendix I.<br><br>Supplied by Metso (now Valmet).                                                                                                           |
| Continuous Emission Monitoring System                        | For stack monitoring mounted on the boiler.                                                                                                                      |
| Biomass Fuel Handling System                                 | Consists of 3 truck tippers, 2 sets of screens and hogs, an automatic stacker / reclaimer system, a manual stacker / reclaimer system and a series of conveyors. |

|                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                           | The system provided includes equipment to weigh trucks, receive the fuel, size the fuel to acceptable limits, store the fuel, reclaim the fuel and convey the fuel to the boiler silos.                                                                                                                                                                                                                                                                                                                 |
| Ash Collection and Storage System                         | <p>For both the bottom ash and fly ash generated by the BFB boiler and emissions control equipment.</p> <p>Consists of a vacuum pneumatic fly ash collector, a steel storage silo, a telescopic dry unloader and pugmill.</p>                                                                                                                                                                                                                                                                           |
| Single Casing Steam Turbine                               | <p>Siemens Model SST-900, which includes a symmetrical casing.</p> <p>Consists of a single valve inlet, axial condensing exhaust and has been customized to allow bleed ports for feed water heating.</p>                                                                                                                                                                                                                                                                                               |
| BRUSH DAX Two-Pole Air-Cooled Cylindrical Rotor Generator | 60 Hz three-phase type designed to operate at a 0.85 (lagging) power factor under 13.8 kV and 116,450 MW (136.59 MVA) output.                                                                                                                                                                                                                                                                                                                                                                           |
| Feedwater System                                          | Consists of 4 feedwater heaters (1 LP heater, 1 deaerator and 2 HP heaters).                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Heat Rejection System                                     | Consists of a Holtec single two-pass surface condenser, circulating water system, 5 cell induced draft counter flow cooling tower and closed-loop auxiliary cooling system.                                                                                                                                                                                                                                                                                                                             |
| Fire Protection System                                    | Consists of a 100% capacity electric motor driven pump, a 100% capacity diesel engine driven pump, raw water storage tank, other fire protection system equipment and a jockey pump.                                                                                                                                                                                                                                                                                                                    |
| Mechanical BOP Systems                                    | <b>See Appendix II.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Foundations                                               | <p>For the various fixtures and improvements referenced above, including:</p> <ul style="list-style-type: none"> <li>• For shallow foundations, structures are supported on conventional shallow foundations, post-tensioned slabs or thickened edge monolithic slabs</li> <li>• For deep foundations, structures are supported on augered cast in-place (augercast) piles or drilled shafts for support of the heavily loaded structures</li> <li>• For large underground structures (e.g.,</li> </ul> |

|                                        |                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                        | truck tipper facility), structural slab systems in conjunction with anchor drilled piers are used to resist buoyancy hydrostatic pressure due to high groundwater                                                                                                                                                                                                                   |
| Pavements                              | For roads and parking.                                                                                                                                                                                                                                                                                                                                                              |
| Buildings and Enclosures               | Administration building, maintenance building, water treatment building, scale house building, cooling tower chemical system enclosure, oil storage enclosure, laboratory enclosure, 4 power distribution enclosures and cooling tower switchgear enclosure.                                                                                                                        |
| Water Supply System                    | Consists of 2 onsite wells, a 1,000,000 gallon CW makeup / fire water tank, a separate 50,000 gallon tank for water to be used for service water and supply to the cycle makeup treatment system, a pipeline delivering City of Alachua reclaimed water to the water tank and a cycle makeup treatment system in a reverse osmosis (RO) / electro-deionization (EDI) configuration. |
| Zero Liquid Discharge (ZLD) System     | Consist of a brine concentrator and crystallizer and 75,000 gallon waste water tank.                                                                                                                                                                                                                                                                                                |
| Sanitary Wastewater System             | Consists of a network of gravity drain piping, an onsite sewer lift station and a DGS sanitary system.                                                                                                                                                                                                                                                                              |
| Other Water Treatment Equipment        | Including 3 oil / water separators and wastewater sumps.                                                                                                                                                                                                                                                                                                                            |
| High Voltage Electric System           | Utilizes a Pennsylvania Transformer GSU transformer to increase voltage provided by the STG to the 138 kV transmission system.<br><br>The high voltage system includes various relays, switches and breakers.                                                                                                                                                                       |
| Auxiliary Electric Distribution System | Consists of: <ul style="list-style-type: none"> <li>• A 13.8 to 138 kV, two-winding, ONAN/ONAF/ONAF, 93/124/155 MVA, three-phase, delta-wye, 60 Hz, 65C rise transformer</li> <li>• A 138 to 4.16 kV, three-phase, 60 Hz, delta-wye 65C rise transformer</li> <li>• A battery connected DC system or uninterruptible power supplies (UPS)</li> </ul>                                |



|                                             |                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                             | <ul style="list-style-type: none"> <li>• Grounding, lightning and cathodic protection systems</li> <li>• A standby diesel engine generator</li> </ul>                                                                                                                                                                                                                                                             |
| Lightning Protection System                 | Consists of air terminals on roofs, roof-mounted mechanical equipment, stacks, parapets, penthouse roofs, bonding of structure and other metal objects, grounding electrodes and interconnecting conductors.                                                                                                                                                                                                      |
| 4,500 Foot Single-Circuit Transmission Line | <p>From the Project's 138 kV switchyard to the Project's dead-end structure located just outside of the Buyer 138 kV switching station.</p> <p>Transmission line includes fiber-optic cable that is used for primary and redundant line relaying schemes.</p>                                                                                                                                                     |
| Instrumentation and Control System          | Consists of a microprocessor-based integrated control and data acquisition system providing control and monitoring of Project equipment from the central control room.                                                                                                                                                                                                                                            |
| Hoists                                      | <p>Various hoists located with the Project for maintenance activities.</p> <p>8 manually operated monorail chain hoists are located within the Project for maintenance and access of equipment, including the boiler feed pumps, shop, condensate pumps, circulating water pumps, auxiliary cooling pumps and wood yard hogs.</p> <p>14 electric hoists are provided for maintenance of the boiler equipment.</p> |

#### Bulk Process Chemicals and Bulk Process Lubricants

All quantities in the immediately following table are approximate as of July 2017.

| Chemical / Lubricant | Description               | Quantity  |
|----------------------|---------------------------|-----------|
| TOTE / DRUM          |                           |           |
| Sulfuric Acid        | 66 Be technical grade 93% | 600 GAL   |
| Sodium Hydroxide     | 50%, Rayon grade          | 630 GAL   |
| Sodium Hypochlorite  | 12%                       | 450 GAL   |
|                      | 10% NSF / Pharma Grade    | 30 GAL    |
| ZLD Seeding          | Terra Alba                | 6,000 LBS |
| ZLD Anti-Scalant     | Hypersperse MDC700        | 55 GAL    |

|                             |                            |           |
|-----------------------------|----------------------------|-----------|
| ZLD Anti-Foam               | FO-321                     | 69 GAL    |
| WT Sodium Bisulfite         | BD DCL30                   | 138 GAL   |
| WT Anti-Scalant             | Hypersperse MDC150         | 138 GAL   |
| RO Membrane Cleaner Acid    | Kleen MCT103               | 30 GAL    |
| RO Membrane Cleaner Caustic | Kleen MCT511               | 62 GAL    |
| CT Non-Oxidizing Biocide    | Spectrus NX 1100 / CT 1300 | 20 GAL    |
| CT Anti-Foam                | Foamtrol AF 1440           | 165 GAL   |
| CT Corrosion Inhibitor      | CorrShield MD4100          | 55 GAL    |
| Amine                       | Steamate NA 1321           | 240 GAL   |
| Oxygen Scavenger            | CorTrolOS 5607             | 440 GAL   |
| Phosphate                   | Optisperse HP3100          | 96 GAL    |
|                             | Optisperse HP2100          | 165 GAL   |
| Lignon                      | DustTreat DC9112           | 275 GAL   |
| NCM                         |                            | 220 GAL   |
|                             |                            |           |
| <b>BULK</b>                 |                            |           |
| Sodium Bicarbonate          |                            | 3.3 TONS  |
| Ammonia                     |                            | 5,250 GAL |
| Acid                        |                            | 1,944 GAL |
| Sand                        |                            | 64 TONS   |
| Sodium Hypochlorite         | 12%                        | 938 GAL   |
| GenGardGN 8004              |                            | 680 GAL   |
| Bulk Lube                   |                            | 1,431 GAL |

### Office Equipment

| Description                             | Quantity |
|-----------------------------------------|----------|
| Chairs                                  | 90       |
| Tables                                  | 30       |
| Phones                                  | 12       |
| Desks                                   | 37       |
| Printers                                | 8        |
| Monitors                                | 26       |
| File Cabinets (4 drawer)                | 26       |
| Shelves                                 | 21       |
| Touch Screen Kiosk 12" Display (tipper) | 3        |
| Jet Dust Collector                      | 1        |
| Jet Air Filtration                      | 1        |
| Retsch Grinder                          | 1        |
| Couch                                   | 1        |
| Credenzas                               | 3        |

|                        |    |
|------------------------|----|
| Refrigerators          | 3  |
| Hutches                | 11 |
| Mail Box Hutches       | 3  |
| Microwaves             | 3  |
| Locking Bulletin Board | 1  |
| Partitions             | 7  |
| Plan Racks             | 2  |
| Projector              | 1  |
| Shredder               | 1  |
| Wall Divider           | 1  |
| Wall Screen            | 1  |
| Weather Station Unit   | 2  |

**2.1(a)(iv)-2 (Leased Tangible Personal Property)**

Extended Boom Fork Lift Truck

Great American Financial Services Leased Copier

## **Appendix I – Major Boiler System Equipment**

### **EQUIPMENT**

#### **Bubbling Fluidized Bed Boiler**

Drum, furnace, superheaters, steam attemperators, economizer bundle with headers, structural supports, and boiler casing.

#### **Combustion Air System**

- (a) Primary (fluidizing) air system including one air fan, silencer, inlet vane flow control, and ducting with air heater, fuel feed and ammonia system.
- (b) Secondary (Burner/Overfire) air system including one variable frequency controlled air fan, silencer, and ducting with air heater, constant velocity nozzles, and cooling air piping for main flame scanner.

#### **Flue Gas System**

Primary air tubular air heater, secondary air tubular air heater, flue gas ductwork, pulse jet baghouse, induced draft fan, and insulated carbon steel flue gas stack.

#### **Flue Gas Recirculation (FGR) System**

One Flue gas recirculation fan with inlet vane flow control and ducting.

#### **Fuel Feed System**

Two metering bins totaling approximately 45 minutes of storage capacity, including rotating screw reclaimers, two drag chain conveyors, six metering screws, six rotary airlocks, fuel chutes, and structure.

#### **Sand Feed System**

One sand storage silo with pneumatic fill line, vent piping, and structure. One sand chute with rotary feeder discharge valve.

#### **Coarse Material Handling System**

Twelve removal hoppers with manual and pneumatic isolation gate valves, three water cooled screw conveyors, one drag conveyor with multiple inlets, and a material sieving and recirculation system.

#### **Fly Ash Handling System**

Two second pass ash hoppers, one third pass hopper with two motor driven screw conveyors, one ash transfer screw, and multiple bag filter hopper outlet connections.

#### **Burners**

Four natural gas fired startup burner assemblies.

#### **SCR System**

Vanadium pentoxide based catalyst bed, one forwarding skid, including two piston type metering pumps, ammonia valve racks, and ammonia injection manifolds.

**Deaerator**

One deaerator with storage tank and supporting steel.

**Other**

Distributed Control System (DCS), transmitters and elevator.

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**Appendix II – Mechanical Balance of Plant**

| SYSTEM            | MANUFACTURER             | EQUIPMENT                 |
|-------------------|--------------------------|---------------------------|
| Compressed Air    | Atlas Copco              | Two 100 % Compressors     |
| Circulating Water | Flowserve                | Two 60% Capacity Pumps    |
| Closed Cooling    | Alfa Laval and Flowserve | Heat Exchangers and Pumps |
| Condensate        | Flowserve                | 2 100% Capacity Pumps     |
| General Service   | Flowserve                | 5 Centrifugal Pumps       |
| Boiler Feed       | Flowserve                | 2 100% Capacity Pumps     |

**Schedule 2.1(a)(vi) Deposits; Prepaid Expenses**

None.

**Schedule 2.1(b)(xi) Excluded Assets**

Mobile phones utilized by Project staff, including employees of Energy Management, Inc., NAES Corporation and BioResource Management.

**Schedule 2.1(c)(v) Assumed Liabilities**

**None.**



**Schedule 2.1(d)(vi) Excluded Liabilities**

None.

**Schedule 4.1(d) Seller Approvals and Consents**

**Approval of the Lenders of the Project Level Debt**

Authorization by the FERC of the sale and disposition of the Project pursuant to Section 203 of the Federal Power Act.

Approval by the FDEP of the transfer of Title V Air Operation Permit No. 0010131-004-AV pursuant to FDEP Rule 62-4.120 of the Florida Administrative Code (application to be filed within 30 days after Closing).<sup>2</sup>

Filing of a Notice of Termination with FDEP for the Multi-Sector Generic Permit for Stormwater Discharge Associated with Industrial Activity, No. FLR05H580.

Approval by the FDEP of the transfer of the Conditions of Certification issued to Seller under the Florida Electric Power Plant Siting Act, PA 09-55, PA 09-55, pursuant to FDEP Rule 62-17.211(3) of the Florida Administrative Code.

Approval by the Suwannee River Water Management District, City of Alachua, Buyer and Seller of the assignment of Seller's rights and obligations under the Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.<sup>3</sup>

[Subject to continuing review by Seller and its regulatory counsel.]

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<sup>2</sup> **Note to Draft:** Seller does not contemplate that this approval will be a condition precedent to Buyer's or Seller's obligations under the Agreement and intends to carve this approval out from the cross-references to Schedule 4.1(d) in Sections 3.3 and 3.4 of the Agreement.

<sup>3</sup> **Note to Draft:** Seller does not contemplate that this approval will be a condition precedent to Buyer's or Seller's obligations under the Agreement and intends to carve this approval out from the cross-references to Schedule 4.1(d) in Sections 3.3 and 3.4 of the Agreement.

**Schedule 4.1(f)      Litigation**

None.

**Schedule 4.2(a) Title to and Interest in Tangible Personal Property**

None.

## **Schedule 4.2(b) Material Contracts; Consents and Approvals<sup>4</sup>**

### **Principal Agreements with Buyer**

\*Power Purchase Agreement for the Supply of Dependable Capacity, Energy and Environmental Attributes from a Biomass-Fired Power Production Facility, dated as of April 29, 2009, between Seller and Buyer, and as amended by that certain Equitable Adjustment for Change of Law of the Power Purchase Agreement, dated as of March 16, 2011, between Seller and Buyer.

\*Equitable Adjustment for Change of Law of the Power Purchase Agreement for the Supply of Dependable Capacity, Energy and Environmental Attributes from a Biomass-Fired Power Production Facility, dated as of March 16, 2011, between Seller and Buyer.

\*Lease Agreement, dated as of September 28, 2009, between Seller and Buyer.

\*Corrective Lease Agreement, effective as of September 28, 2009, between Seller and Buyer.

Large Generator Interconnection Agreement, dated as of November 16, 2010, between Seller and Buyer.

Standby, Supplemental and Startup Power Agreement, dated as of September 5, 2012, between Seller and Buyer.

Natural Gas Contract between, dated as of April 4, 2012, between Seller and Buyer.

Hague Substation Agreement, dated as of September 28, 2012, between Seller and Buyer.

### **Principal Operations-Related Agreements**

Contract for the Operation and Maintenance of a Biomass-Fired Power Production Facility, dated as of June 14, 2011, between Seller and NAES Corporation.

Sand Supply Agreement, dated as of October 23, 2012, between Edgar Minerals and Seller.

Sodium Bicarbonate Supply Agreement, dated as of September 21, 2011, between Solvay Chemicals, Inc. and Seller.

Waste & Disposal Services Agreement, dated as of September 1, 2013, between Heart of Florida Environmental and Seller.

Customer Advantage Agreement, dated as of August 1, 2013, between Seller and Valmet Inc.

Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.

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<sup>4</sup> **Note to Draft:** Contracts marked with an asterisk constitute Assumed Contracts. Buyer to advise if it desires to assume any additional Contracts.

### Fuel Supply and Management Agreements

Biomass Services Agreement, dated as of June 20, 2011, between BioResource Management and Seller.

#### **Biomass Supply Agreements:**

- Biomass Supply Agreement, dated as of August 8, 2016, between Seller and AMC Recycling, LLC.
- Biomass Supply Agreement, dated as of December 12, 2016, between Seller and Harley Forest Products, LLC.
- Biomass Supply Agreement, dated as of March 19, 2015, between Seller and M.A. Rigoni, Inc.
- Biomass Supply Agreement, dated as of May 30, 2012, between Seller and Columbia Timber Company.
  - o Amendment, dated as of May 8, 2015, to Biomass Supply Agreement, dated as of May 30, 2012, between Seller and Columbia Timber Company.
- Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of May 26, 2014, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of March 5, 2015, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of July 22, 2016, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
- Biomass Supply Agreement, dated as of March 2, 2015, between Loncala, Incorporated and Seller.
- Biomass Supply Agreement, dated as of May 15, 2012, between RJ Nathe & Sons, Inc.
  - o Amendment, dated as of November 15, 2013, to Biomass Supply Agreement, dated as of May 15, 2012, between Seller and RJ Nathe & Sons, Inc.
  - o Amendment, dated as of May 22, 2014, to Biomass Supply Agreement, dated as of May 15, 2012, between Seller and RJ Nathe & Sons, Inc.

### Additional Agreements

Supplemental Agreement, dated as of July 12, 2010, between Buyer, Seller and CSX Transportation, Inc.

Supplemental Agreement, dated as of May 3, 2011, between Buyer, Seller and CSX Transportation, Inc.

Terms and Conditions of the Easement for Ingress/Egress recorded in O.R Book 3909, Page 2082, Public Records of Alachua County, Florida; as affected by Corrective Easement for Ingress/Egress, between the City of Gainesville, Florida and Seller, dated as of June 13, 2011, as recorded on June 22, 2011, in O.R. Book 4039, at page 493.

Service Level Agreement, dated as of June 21, 2016, between Seller and Auxzillium, LLC.

Customer Service Agreement, dated as of August 28, 2012, between Seller and Windstream Communications Inc.

**Schedule 4.2(f) Governmental Approvals**

All items set forth on Schedule 4.2(i)(ii) are incorporated herein by reference.

Special Purpose Personnel Elevator Certificate of Operation, Florida Department of Business and Professional Regulation, Bureau of Elevator Safety, License No. 100269

Weighing and Measuring Device Permit, Florida Department of Agriculture and Consumer Services, issued February 2, 2017 – Registration No. WM21942

Fire Alarm Permit, Alachua County Alarm Reduction Unit – Permit No. 50226300

Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

[Subject to continuing review by Seller and its regulatory counsel.]



**Schedule 4.2(g)      Litigation**

None.

## **Schedule 4.2(i)(i) Environmental Matters**

### **Release of Hazardous Materials**

4/29/15 @ 08:18 Contractor Veolia hydroblaster lube/hydraulic leak < 1 quart east of ZDS filter press on limerock and roadway

7/21/15 @ 15:00 Wagner hydraulic line failure ~ 6 gallons south edge of manual pile, just north of PDC on limerock

7/21/15 @ 18:30 Tipper Bay 2 tractor trailer rig hydraulic line ~ 70 gallon reservoir on pavement and in tipper sump

9/25/15 @ 14:00 Rental Lull hydraulic fluid from reservoir vent < 5 gallons from filter press to south road to north roadway to gravel parking area west of maintenance shop

3/3/16 @ 12:15 Skidsteer hydraulic line failure < 4 gallons on limerock, south side of dead yard

7/3/16 @ 11:00 CAT loader hydraulic oil ~ 15 gallons on main entrance roadway

9/29/16 @ 22:00 South oil water separator reverse osmosis reject process water overflow 9,225 gallons in limerock area, pumped to cooling tower basin and captured in west road stormwater catch basin/east pond

### **Environmental Claims**

Various individuals from Alachua County Public Works Department have made claims regarding odors, dust and other emissions from the Project.

Various speakers at the Gainesville City Commission and UAB meetings have made various claims regarding odors, dust and other emissions from the Project.

### **Orders, Decree or Judgments**

None.

**Schedule 4.2(i)(ii) Environmental Approvals held by Seller**

Title V Air Operation Permit, Permit No. 0010131-004-AV

Multi-Sector Generic Permit (MSGP) for Stormwater Discharge Associated with Industrial Activity (FDEP) – Facility ID: FLR05H580

Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller (Ground Water Use Permit)

Conditions of Certification pursuant to the Florida Power Plant Siting Act (COC/FDEP), PA 09-55, PA 09-55A

FDEP Certification of Consistency with Section 401 of the Clean Water Act standards and Florida Coastal Management Program under Section 3076 of the CZMA by letter dated January 4, 2010

Storage Tank Registration (FDEP) – Facility ID: 9813790, 2017-2018 Placard No. 517276

FDEP PWS – Potable Water System certification letter, April 11, 2013 – Non-transient, non-community water system

Certification of Compliance of Solid Waste Handling Plan (FDEP) by letter dated January 24, 2014

[Subject to continuing review by Seller and its regulatory counsel.]

**Schedule 5.1(d) Buyer Approvals and Consents**

Approval of the Gainesville City Commission as contemplated by Section 9.17 of the Agreement.

[To be completed by Buyer.]

**Schedule 6.1(c)      Transitional Support**

[To be proposed by Buyer.]

#### **Exhibit D – Fuel Price Adjustment Determination Procedure**

The Parties agree that 40,000 as-received tons of fuel (the “Fuel Inventory Baseline Quantity”) meets the on-site fuel inventory requirement set forth in Section 4.2 of the Power Purchase Agreement.

No more than 90 days prior to the Closing Date, Seller shall have the volume of the fuel inventory pile measured by a third party surveying and mapping firm (such as Nobles Consulting Group, Inc. or other firm with similar experience and capabilities) utilizing 3D laser scanning, photogrammetry or other technique providing a similar degree of accuracy.

The volume of fuel as determined by such third party shall be converted to a weight by using a conversion ratio of [ ] tons of green fuel per cubic yard of volume. The resulting tonnage shall be deemed to be the existing fuel inventory as of the date of the measurement (the “Actual Fuel Pile Inventory”).

The Actual Fuel Pile Inventory shall be adjusted for changes occurring from the date of the fuel pile measurement (as described above) to the Closing Date as follows:

- The tons of fuel received and accepted onsite during the period, as measured by Seller’s fuel receiving and fuel yard management system in keeping with prior practice, shall be added to the Actual Fuel Pile Inventory; and
- Fuel consumed by Seller during the period, as measured by solid fuel flow in TPH as measured by the plant metering screw as shown on the daily Plant Log Report’ in keeping with prior practice, shall be subtracted from the Actual Fuel Pile Inventory.

The Fuel Price Adjustment shall be calculated as:

- if the Actual Fuel Pile Inventory on the day prior to the Closing Date is greater than the Fuel Inventory Baseline Quantity, the excess of the Actual Fuel Pile Inventory over the Fuel Inventory Baseline Quantity (i.e., a positive number), in tons, multiplied by \$28.25 per ton; or
- if the Actual Fuel Pile Inventory on the day prior to the Closing Date is less than the Fuel Inventory Baseline Quantity, the shortfall of the Actual Fuel Pile Inventory from the Fuel Inventory Baseline Quantity (expressed as a negative number), in tons, multiplied by \$28.25 per ton.



**SCHEDULES TO THE  
ASSET PURCHASE AGREEMENT**

**by and between**

**GAINESVILLE RENEWABLE ENERGY CENTER, LLC,**

**as Seller**

**and**

**CITY OF GAINESVILLE, FLORIDA d/b/a  
GAINESVILLE REGIONAL UTILITIES,**

**as Buyer**

**[\_\_\_\_\_] , 2017**

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The attached Schedules have been prepared and delivered in accordance with the Asset Purchase Agreement (the “Agreement”), dated as of [\_\_\_\_\_] , 2017, by and between Gainesville Renewable Energy Center, LLC (“Seller”) and City of Gainesville, Florida d/b/a Gainesville Regional Utilities (“Buyer”). Capitalized terms used but not defined in the Schedules shall have the meanings assigned to such terms in the Agreement. Seller may, at its option, include in the Schedules items that are not material, or otherwise not expressly required to be included, in order to avoid any misunderstanding, and any such inclusion, or any references to dollar amounts, shall not be deemed to be an acknowledgment or representation that such items are material, to establish any standard of materiality or to define further the meaning of such terms for purposes of the Agreement. Information disclosed in any Schedule shall constitute a disclosure for purposes of all other Schedules notwithstanding the lack of specific cross-reference thereto, but only to the extent the applicability of such disclosure to such other Schedule is reasonably apparent. In no event shall the inclusion of any matter in the Schedules be deemed or interpreted to broaden Seller’s representations, warranties, covenants or agreements contained in the Agreement. The mere inclusion of an item in the Schedules shall not be deemed an admission by the Seller that such item represents a material exception or fact, event, or circumstance or that such item had, or has, could, could not, would, would not, is or is not reasonably likely to, would reasonably be likely to or would not reasonably be likely to, be or result in, or otherwise have, a Material Adverse Effect. The headings contained in these Schedules are for convenience of reference only and shall not be deemed to modify or influence the interpretation of the information contained in the Schedules or the Agreement.



## LIST OF SCHEDULES

|                          |                                                     |
|--------------------------|-----------------------------------------------------|
| Schedule 1.1(A)          | Buyer and Seller Knowledge Persons                  |
| Schedule 1.1(B)          | Permitted Interim Actions                           |
| Schedule 1.1(C)          | Project Level Debt                                  |
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| Schedule 2.1(a)(i)       | Spare Parts Inventory                               |
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| Schedule 2.1(b)(xi)      | Excluded Assets                                     |
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| Schedule 2.1(d)(vi)      | Excluded Liabilities                                |
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| Schedule 4.1(f)          | Litigation                                          |
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| Schedule 4.2(i)(ii)      | Environmental Approvals held by Seller              |
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| <u>Schedule 5.1(d)-2</u> | <u>Post-Closing</u> Buyer Approvals and Consents    |
| Schedule 6.1(c)          | Transitional Support                                |
| Exhibit D                | Fuel Price Adjustment Determination Procedure       |

**Schedule 1.1(A) Buyer and Seller Knowledge Persons**

**Buyer Knowledge Persons**

Ed Bielarski  
Justin Locke  
Tom Brown

**Seller Knowledge Persons**

James Gordon  
Leonard Fagan  
Albert Morales

**Schedule 1.1(B) Permitted Interim Actions**

None.

**Schedule 1.1(C) Project Level Debt**

Outstanding debt provided to Seller pursuant to the Credit Agreement, dated as of June 30, 2011, among Seller, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Coordinating Lead Arranger, and the various Lenders and other parties thereto.

Floating-to-fixed interest rate swaps pursuant to the following agreements:

- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Credit Agricole Corporate and Investment Bank.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and ING Capital Markets LLC.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Natixis, New York Branch.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Rabobank Nederland, New York Branch.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Societe Generale.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and The Bank of Tokyo -Mitsubishi UFJ, Ltd.

**Schedule 1.1(D) Permitted Liens**

~~[None.]~~<sup>†</sup>

Liens identified in the First American Title Insurance Company's Ownership and Encumbrance Report, Customer Reference Number: G605 and First American File Number: 1068-3811076, together with the Title Opinion Letter dated as of July 21, 2017 issued by Norris & Norris, P.A.

<sup>†</sup> ~~Note to Draft: To be updated to include the matters, if any, identified in title report ordered by Seller.~~

**Schedule 1.1(E) Seller Credit Support**

\$5,000,000 performance security deposit posted by Seller pursuant to the Power Purchase Agreement.

~~[Subject to Seller's continuing review pending Buyer's determination of which Contracts will be Assigned Contracts.]~~

**Schedule 2.1(a)(i) Spare Parts Inventory**

Please see the attached list of spare parts inventory.

**Schedule 2.1(a)(iv) Tangible Personal Property****2.1(a)(iv)-1 (Owned Tangible Personal Property)****Rolling Stock and Certain Other Fixtures**

| <b>Description</b>               | <b>Quantity</b> |
|----------------------------------|-----------------|
| John Deere Gator Utility Vehicle | 2               |
| 2012 Ford 350 Pickup             | 1               |
| 2012 Ford 150 Pickup             | 1               |
| Fuel Trailer                     | 1               |
| Wagner Chip Dozer                | 1               |
| Caterpillar Wheel Loader         | 1               |
| Remanufactured Wagner Chip Dozer | 1               |
| Bottom Ash Containers            | 2               |
| Water Truck                      | 1               |
| Caterpillar Skidsteer            | 1               |
| Electric Forklift                | 1               |
| Bottom Ash Hoppers               | 2               |
| Power Mower                      | 1               |
| Chip Van                         | 2               |
| Microwave Ash Furnace            | 1               |
| Fuel Sample Pulverizer           | 1               |
| Motorola Mobile Radios           | 2               |
| Portable Handsets                | 25              |
| Security Camera Substation       | 1               |
| Front Gate                       | 1               |
| Lube Oil Storage Building        | 1               |
| Nitrogen Generator               | 1               |
| Natural Gas Connection           | 1               |

**Additional Fixtures and Improvements**

| <b>Fixture / Improvement</b>                                 | <b>Description</b>                                                                                                                                    |
|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Bubbling Fluidized Bed (BFB) Boiler and Associated Equipment | See Appendix I.<br><br>Supplied by Metso (now Valmet).                                                                                                |
| Continuous Emission Monitoring System                        | For stack monitoring mounted on the boiler.                                                                                                           |
| Biomass Fuel Handling System                                 | Consists of 3 truck tippers, 2 sets of screens and hogs, an automatic stacker / reclaimer system, a manual stacker / reclaimer system and a series of |



|                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                           | <p>conveyors.</p> <p>The system provided includes equipment to weigh trucks, receive the fuel, size the fuel to acceptable limits, store the fuel, reclaim the fuel and convey the fuel to the boiler silos.</p>                                                                                                                                                                                                                                                                                                                                                                                                               |
| Ash Collection and Storage System                         | <p>For both the bottom ash and fly ash generated by the BFB boiler and emissions control equipment.</p> <p>Consists of a vacuum pneumatic fly ash collector, a steel storage silo, a telescopic dry unloader and pugmill.</p>                                                                                                                                                                                                                                                                                                                                                                                                  |
| Single Casing Steam Turbine                               | <p>Siemens Model SST-900, which includes a symmetrical casing.</p> <p>Consists of a single valve inlet, axial condensing exhaust and has been customized to allow bleed ports for feed water heating.</p>                                                                                                                                                                                                                                                                                                                                                                                                                      |
| BRUSH DAX Two-Pole Air-Cooled Cylindrical Rotor Generator | 60 Hz three-phase type designed to operate at a 0.85 (lagging) power factor under 13.8 kV and 116,450 MW (136.59 MVA) output.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Feedwater System                                          | Consists of 4 feedwater heaters (1 LP heater, 1 deaerator and 2 HP heaters).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Heat Rejection System                                     | Consists of a Holtec single two-pass surface condenser, circulating water system, 5 cell induced draft counter flow cooling tower and closed-loop auxiliary cooling system.                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Fire Protection System                                    | Consists of a 100% capacity electric motor driven pump, a 100% capacity diesel engine driven pump, raw water storage tank, other fire protection system equipment and a jockey pump.                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Mechanical BOP Systems                                    | See <b>Appendix II.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Foundations                                               | <p>For the various fixtures and improvements referenced above, including:</p> <ul style="list-style-type: none"> <li>• For shallow foundations, structures are supported on conventional shallow foundations, post-tensioned slabs or thickened edge monolithic slabs</li> <li>•</li> <li>• For deep foundations, structures are supported on augered cast in-place (augercast) piles or drilled shafts for support of the heavily loaded structures</li> <li>• For large underground structures (e.g., truck tipper facility), structural slab systems in conjunction with anchor drilled piers are used to resist</li> </ul> |

|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                        | buoyancy hydrostatic pressure due to high groundwater                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Pavements                              | For roads and parking.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Buildings and Enclosures               | Administration building, maintenance building, water treatment building, scale house building, cooling tower chemical system enclosure, oil storage enclosure, laboratory enclosure, 4 power distribution enclosures and cooling tower switchgear enclosure.                                                                                                                                                                                                                                                  |
| Water Supply System                    | Consists of 2 onsite wells, a 1,000,000 gallon CW makeup / fire water tank, a separate 50,000 gallon tank for water to be used for service water and supply to the cycle makeup treatment system, a pipeline delivering City of Alachua reclaimed water to the water tank and a cycle makeup treatment system in a reverse osmosis (RO) / electro-deionization (EDI) configuration.                                                                                                                           |
| Zero Liquid Discharge (ZLD) System     | Consist of a brine concentrator and crystallizer and 75,000 gallon waste water tank.                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Sanitary Wastewater System             | Consists of a network of gravity drain piping, an onsite sewer lift station and a DGS sanitary system.                                                                                                                                                                                                                                                                                                                                                                                                        |
| Other Water Treatment Equipment        | Including 3 oil / water separators and wastewater sumps.                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| High Voltage Electric System           | Utilizes a Pennsylvania Transformer GSU transformer to increase voltage provided by the STG to the 138 kV transmission system.<br><br>The high voltage system includes various relays, switches and breakers.                                                                                                                                                                                                                                                                                                 |
| Auxiliary Electric Distribution System | Consists of: <ul style="list-style-type: none"> <li>• A 13.8 to 138 kV, two-winding, ONAN/ONAF/ONAF, 93/124/155 MVA, three-phase, delta-wye, 60 Hz, 65C rise transformer</li> <li>•</li> <li>• A 138 to 4.16 kV, three-phase, 60 Hz, delta-wye 65C rise transformer</li> <li>•</li> <li>• A battery connected DC system or uninterruptible power supplies (UPS)</li> <li>•</li> <li>• Grounding, lightning and cathodic protection systems</li> <li>•</li> <li>• A standby diesel engine generator</li> </ul> |
| Lightning Protection System            | Consists of air terminals on roofs, roof-mounted mechanical equipment, stacks, parapets,                                                                                                                                                                                                                                                                                                                                                                                                                      |

|                                             |                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                             | penthouse roofs, bonding of structure and other metal objects, grounding electrodes and interconnecting conductors.                                                                                                                                                                                                                                                                                               |
| 4,500 Foot Single-Circuit Transmission Line | <p>From the Project's 138 kV switchyard to the Project's dead-end structure located just outside of the Buyer 138 kV switching station.</p> <p>Transmission line includes fiber-optic cable that is used for primary and redundant line relaying schemes.</p>                                                                                                                                                     |
| Instrumentation and Control System          | Consists of a microprocessor-based integrated control and data acquisition system providing control and monitoring of Project equipment from the central control room.                                                                                                                                                                                                                                            |
| Hoists                                      | <p>Various hoists located with the Project for maintenance activities.</p> <p>8 manually operated monorail chain hoists are located within the Project for maintenance and access of equipment, including the boiler feed pumps, shop, condensate pumps, circulating water pumps, auxiliary cooling pumps and wood yard hogs.</p> <p>14 electric hoists are provided for maintenance of the boiler equipment.</p> |

#### Bulk Process Chemicals and Bulk Process Lubricants

All quantities in the immediately following table are approximate as of July 2017.

| Chemical / Lubricant        | Description                | Quantity  |
|-----------------------------|----------------------------|-----------|
| TOTE / DRUM                 |                            |           |
| Sulfuric Acid               | 66 Be technical grade 93%  | 600 GAL   |
| Sodium Hydroxide            | 50%, Rayon grade           | 630 GAL   |
| Sodium Hypochlorite         | 12%                        | 450 GAL   |
|                             | 10% NSF / Pharma Grade     | 30 GAL    |
| ZLD Seeding                 | Terra Alba                 | 6,000 LBS |
| ZLD Anti-Scalant            | Hypersperse MDC700         | 55 GAL    |
| ZLD Anti-Foam               | FO-321                     | 69 GAL    |
| WT Sodium Bisulfite         | BD DCL30                   | 138 GAL   |
| WT Anti-Scalant             | Hypersperse MDC150         | 138 GAL   |
| RO Membrane Cleaner Acid    | Kleen MCT103               | 30 GAL    |
| RO Membrane Cleaner Caustic | Kleen MCT511               | 62 GAL    |
| CT Non-Oxidizing Biocide    | Spectrus NX 1100 / CT 1300 | 20 GAL    |
| CT Anti-Foam                | Foamtrol AF 1440           | 165 GAL   |
| CT Corrosion Inhibitor      | CorrShield MD4100          | 55 GAL    |
| Amine                       | Steamate NA 1321           | 240 GAL   |
| Oxygen Scavenger            | CorTrolOS 5607             | 440 GAL   |

|                     |                   |           |
|---------------------|-------------------|-----------|
| Phosphate           | Optisperse HP3100 | 96 GAL    |
|                     | Optisperse HP2100 | 165 GAL   |
| Lignon              | DustTreat DC9112  | 275 GAL   |
| NCM                 |                   | 220 GAL   |
|                     |                   |           |
| BULK                |                   |           |
| Sodium Bicarbonate  |                   | 3.3 TONS  |
| Ammonia             |                   | 5,250 GAL |
| Acid                |                   | 1,944 GAL |
| Sand                |                   | 64 TONS   |
| Sodium Hypochlorite | 12%               | 938 GAL   |
| GenGardGN 8004      |                   | 680 GAL   |
| Bulk Lube           |                   | 1,431 GAL |

### Office Equipment

| Description                             | Quantity |
|-----------------------------------------|----------|
| Chairs                                  | 90       |
| Tables                                  | 30       |
| Phones                                  | 12       |
| Desks                                   | 37       |
| Printers                                | 8        |
| Monitors                                | 26       |
| File Cabinets (4 drawer)                | 26       |
| Shelves                                 | 21       |
| Touch Screen Kiosk 12" Display (tipper) | 3        |
| Jet Dust Collector                      | 1        |
| Jet Air Filtration                      | 1        |
| Retsch Grinder                          | 1        |
| Couch                                   | 1        |
| Credenzas                               | 3        |
| Refrigerators                           | 3        |
| Hutches                                 | 11       |
| Mail Box Hutches                        | 3        |
| Microwaves                              | 3        |
| Locking Bulletin Board                  | 1        |
| Partitions                              | 7        |
| Plan Racks                              | 2        |
| Projector                               | 1        |
| Shredder                                | 1        |
| Wall Divider                            | 1        |



|                      |   |
|----------------------|---|
| Wall Screen          | 1 |
| Weather Station Unit | 2 |

**2.1(a)(iv)-2 (Leased Tangible Personal Property)**

Extended Boom Fork Lift Truck

Great American Financial Services Leased Copier

## Appendix I – Major Boiler System Equipment

### EQUIPMENT

#### **Bubbling Fluidized Bed Boiler**

Drum, furnace, superheaters, steam attemperators, economizer bundle with headers, structural supports, and boiler casing.

#### **Combustion Air System**

- (a) Primary (fluidizing) air system including one air fan, silencer, inlet vane flow control, and ducting with air heater, fuel feed and ammonia system.
- (b) Secondary (Burner/Overfire) air system including one variable frequency controlled air fan, silencer, and ducting with air heater, constant velocity nozzles, and cooling air piping for main flame scanner.

#### **Flue Gas System**

Primary air tubular air heater, secondary air tubular air heater, flue gas ductwork, pulse jet baghouse, induced draft fan, and insulated carbon steel flue gas stack.

#### **Flue Gas Recirculation (FGR) System**

One Flue gas recirculation fan with inlet vane flow control and ducting.

#### **Fuel Feed System**

Two metering bins totaling approximately 45 minutes of storage capacity, including rotating screw reclaimers, two drag chain conveyors, six metering screws, six rotary airlocks, fuel chutes, and structure.

#### **Sand Feed System**

One sand storage silo with pneumatic fill line, vent piping, and structure. One sand chute with rotary feeder discharge valve.

#### **Coarse Material Handling System**

Twelve removal hoppers with manual and pneumatic isolation gate valves, three water cooled screw conveyors, one drag conveyor with multiple inlets, and a material sieving and recirculation system.

#### **Fly Ash Handling System**

Two second pass ash hoppers, one third pass hopper with two motor driven screw conveyors, one ash transfer screw, and multiple bag filter hopper outlet connections.

#### **Burners**

Four natural gas fired startup burner assemblies.

#### **SCR System**

Vanadium pentoxide based catalyst bed, one forwarding skid, including two piston type

metering pumps, ammonia valve racks, and ammonia injection manifolds.

**Deaerator**

One deaerator with storage tank and supporting steel.

**Other**

Distributed Control System (DCS), transmitters and elevator.

**Appendix II – Mechanical Balance of Plant**

| SYSTEM            | MANUFACTURER             | EQUIPMENT                 |
|-------------------|--------------------------|---------------------------|
| Compressed Air    | Atlas Copco              | Two 100 % Compressors     |
| Circulating Water | Flowserve                | Two 60% Capacity Pumps    |
| Closed Cooling    | Alfa Laval and Flowserve | Heat Exchangers and Pumps |
| Condensate        | Flowserve                | 2 100% Capacity Pumps     |
| General Service   | Flowserve                | 5 Centrifugal Pumps       |
| Boiler Feed       | Flowserve                | 2 100% Capacity Pumps     |

**Schedule 2.1(a)(vi) Deposits; Prepaid Expenses**

None.



-

**Schedule 2.1(b)(xi) Excluded Assets**

Mobile phones utilized by Project staff, including employees of Energy Management, Inc., NAES Corporation and BioResource Management.

**Schedule 2.1(c)(v) Assumed Liabilities**

None.

**Schedule 2.1(d)(vi) Excluded Liabilities**

None.

#### Schedule 4.1(d) -1 Pre-Closing Seller Approvals and Consents

~~Approval of the Lenders of~~ Payoff letter with respect to the Project Level Debt as provided in Section 3.3(i) of the Agreement.

Authorization by the FERC of the sale and disposition of the Project pursuant to Section 203 of the Federal Power Act.

Approval by the FDEP of the transfer of the Conditions of Certification issued to Seller under the Florida Electric Power Plant Siting Act, PA 09-55, PA 09-55, pursuant to FDEP Rule 62-17.211(3) of the Florida Administrative Code.

Filing of Public Drinking Water System Update form in respect of Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

#### Schedule 4.1(d)-2 Post-Closing Seller Approvals and Consents

Approval by the FDEP of the transfer of Title V Air Operation Permit No. 0010131-004-AV pursuant to FDEP Rule 62-4.120 of the Florida Administrative Code (application to be filed within 30 days after Closing).<sup>2</sup>

Filing of a Notice of Termination with FDEP for the Multi-Sector Generic Permit for Stormwater Discharge Associated with Industrial Activity, No. FLR05H580.

~~Approval by the FDEP of the transfer of the Conditions of Certification issued to Seller under the Florida Electric Power Plant Siting Act, PA 09-55, PA 09-55, pursuant to FDEP Rule 62-17.211(3) of the Florida Administrative Code.~~

Approval by the Suwannee River Water Management District, City of Alachua, Buyer and Seller of the assignment of Seller's rights and obligations under the Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.<sup>3</sup>

~~[Subject to continuing review by Seller and its regulatory counsel.]~~

Change in ownership in respect of Special Purpose Personnel Elevator Certificate of Operation, Florida Department of Business and Professional Regulation, Bureau of Elevator Safety, License No. 100269

<sup>2</sup> ~~Note to Draft: Seller does not contemplate that this approval will be a condition precedent to Buyer's or Seller's obligations under the Agreement and intends to carve this approval out from the cross-references to Schedule 4.1(d) in Sections 3.3 and 3.4 of the Agreement.~~<sup>1</sup>

<sup>3</sup> ~~Note to Draft: Seller does not contemplate that this approval will be a condition precedent to Buyer's or Seller's obligations under the Agreement and intends to carve this approval out from the cross-references to Schedule 4.1(d) in Sections 3.3 and 3.4 of the Agreement.~~



**Schedule 4.1(f)      Litigation**

None.

**Schedule 4.2(a) Title to and Interest in Tangible Personal Property**

None.

**Schedule 4.2(b) Material Contracts; Consents and Approvals<sup>41</sup>**

**Principal Agreements with Buyer**

\*Power Purchase Agreement for the Supply of Dependable Capacity, Energy and Environmental Attributes from a Biomass-Fired Power Production Facility, dated as of April 29, 2009, between Seller and Buyer, and as amended by that certain Equitable Adjustment for Change of Law of the Power Purchase Agreement, dated as of March 16, 2011, between Seller and Buyer, as amended by Sections 5(b) through 5(j) of the Consent and Agreement, dated as of June 30, 2011, between Seller and Buyer and Union Bank, N.A., as collateral agent for the Lenders and other Secured Parties referred to in the Credit Agreement.

\*Equitable Adjustment for Change of Law of the Power Purchase Agreement for the Supply of Dependable Capacity, Energy and Environmental Attributes from a Biomass-Fired Power Production Facility, dated as of March 16, 2011, between Seller and Buyer.

Consent and Agreement, dated as of June 30, 2011, between Seller and Buyer and Union Bank, N.A., as collateral agent for the Lenders and other Secured Parties referred to in the Credit Agreement.

\*Lease Agreement, dated as of September 28, 2009, between Seller and Buyer.

\*Corrective Lease Agreement, effective as of September 28, 2009, between Seller and Buyer.

Large Generator Interconnection Agreement, dated as of November 16, 2010, between Seller and Buyer.

Standby, Supplemental and Startup Power Agreement, dated as of September 5, 2012, between Seller and Buyer.

Natural Gas Contract ~~between~~, dated as of April 4, 2012, between Seller and Buyer.

Hague Substation Agreement, dated as of September 28, 2012, between Seller and Buyer.

**Principal Operations-Related Agreements**

Contract for the Operation and Maintenance of a Biomass-Fired Power Production Facility, dated as of June 14, 2011, between Seller and NAES Corporation.

Sand Supply Agreement, dated as of October 23, 2012, between Edgar Minerals and Seller.

Sodium Bicarbonate Supply Agreement, dated as of September 21, 2011, between Solvay

<sup>4</sup> ~~Note to Draft:~~<sup>1</sup> Contracts marked with an asterisk constitute Assumed Contracts. ~~Buyer to advise if it desires to assume any additional Contracts.~~



Chemicals, Inc. and Seller.

Waste & Disposal Services Agreement, dated as of September 1, 2013, between Heart of Florida Environmental and Seller.

Customer Advantage Agreement, dated as of August 1, 2013, between Seller and Valmet Inc.

Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.

#### Fuel Supply and Management Agreements

Biomass Services Agreement, dated as of June 20, 2011, between BioResource Management and Seller.

#### Biomass Supply Agreements:

- Biomass Supply Agreement, dated as of August 8, 2016, between Seller and AMC Recycling, LLC.
- Biomass Supply Agreement, dated as of December 12, 2016, between Seller and Harley Forest Products, LLC.
- Biomass Supply Agreement, dated as of March 19, 2015, between Seller and M.A. Rigoni, Inc.
- Biomass Supply Agreement, dated as of May 30, 2012, between Seller and Columbia Timber Company.
  - o Amendment, dated as of May 8, 2015, to Biomass Supply Agreement, dated as of May 30, 2012, between Seller and Columbia Timber Company.
- Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of May 26, 2014, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of March 5, 2015, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of July 22, 2016, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
- Biomass Supply Agreement, dated as of March 2, 2015, between Loncala, Incorporated and Seller.
- Biomass Supply Agreement, dated as of May 15, 2012, between RJ Nathe & Sons, Inc.
  - o Amendment, dated as of November 15, 2013, to Biomass Supply Agreement, dated as of May 15, 2012, between Seller and RJ Nathe & Sons, Inc.
  - o Amendment, dated as of May 22, 2014, to Biomass Supply Agreement, dated as of May 15, 2012, between Seller and RJ Nathe & Sons, Inc.

#### Additional Agreements

Supplemental Agreement, dated as of July 12, 2010, between Buyer, Seller and CSX Transportation, Inc.

Supplemental Agreement, dated as of May 3, 2011, between Buyer, Seller and CSX Transportation, Inc.

Terms and Conditions of the Easement for Ingress/Egress recorded in O.R Book 3909, Page 2082, Public Records of Alachua County, Florida; as affected by Corrective Easement for Ingress/Egress, between the City of Gainesville, Florida and Seller, dated as of June 13, 2011, as recorded on June 22, 2011, in O.R. Book 4039, at page 493.

Service Level Agreement, dated as of June 21, 2016, between Seller and Auxzillium, LLC.

Customer Service Agreement, dated as of August 28, 2012, between Seller and Windstream Communications Inc.

**Schedule 4.2(f) Governmental Approvals**

All items set forth on Schedule 4.2(i)(ii) are incorporated herein by reference.

Special Purpose Personnel Elevator Certificate of Operation, Florida Department of Business and Professional Regulation, Bureau of Elevator Safety, License No. 100269

Weighing and Measuring Device Permit, Florida Department of Agriculture and Consumer Services, issued February 2, 2017 – Registration No. WM21942

Fire Alarm Permit, Alachua County Alarm Reduction Unit – Permit No. 50226300

Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

Federal Communications Commission Radio License

~~{Subject to continuing review by Seller and its regulatory counsel.}~~

Schedule 4.2(g)      Litigation

None.

#### Schedule 4.2(i)(i) Environmental Matters

##### Release of Hazardous Materials

4/29/15 @ 08:18 Contractor Veolia hydroblaster lube/hydraulic leak < 1 quart east of ZDS filter press on limerock and roadway

7/21/15 @ 15:00 Wagner hydraulic line failure ~ 6 gallons south edge of manual pile, just north of PDC on limerock

7/21/15 @ 18:30 Tipper Bay 2 tractor trailer rig hydraulic line ~ 70 gallon reservoir on pavement and in tipper sump

9/25/15 @ 14:00 Rental Lull hydraulic fluid from reservoir vent < 5 gallons from filter press to south road to north roadway to gravel parking area west of maintenance shop

3/3/16 @ 12:15 Skidsteer hydraulic line failure < 4 gallons on limerock, south side of dead yard

7/3/16 @ 11:00 CAT loader hydraulic oil ~ 15 gallons on main entrance roadway

9/29/16 @ 22:00 South oil water separator reverse osmosis reject process water overflow 9,225 gallons in limerock area, pumped to cooling tower basin and captured in west road stormwater catch basin/east pond

##### Environmental Claims

Various individuals from Alachua County Public Works Department have made claims regarding odors, dust and other emissions from the Project.

Various speakers at the Gainesville City Commission and UAB meetings have made various claims regarding odors, dust and other emissions from the Project.

##### Orders, Decree or Judgments

None.

**Schedule 4.2(i)(ii) Environmental Approvals held by Seller**

Title V Air Operation Permit, Permit No. 0010131-004-AV

Multi-Sector Generic Permit (MSGP) for Stormwater Discharge Associated with Industrial Activity (FDEP) – Facility ID: FLR05H580

Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller (Ground Water Use Permit)

Conditions of Certification pursuant to the Florida Power Plant Siting Act (COC/FDEP), PA 09-55, PA 09-55A

FDEP Certification of Consistency with Section 401 of the Clean Water Act standards and Florida Coastal Management Program under Section 3076 of the CZMA by letter dated January 4, 2010

Storage Tank Registration (FDEP) – Facility ID: 9813790, 2017-2018 Placard No. 517276

FDEP PWS – Potable Water System certification letter, April 11, 2013 – Non-transient, non-community water system

Certification of Compliance of Solid Waste Handling Plan (FDEP) by letter dated January 24, 2014

~~[Subject to continuing review by Seller and its regulatory counsel.]~~





**Schedule 5.1(d) -1 Pre-Closing Buyer Approvals and Consents**

Approval of the Gainesville City Commission as contemplated by Section 9.17 of the Agreement.

~~[To be completed by Buyer.]~~

Authorization by the FERC of the sale and disposition of the Project pursuant to Section 203 of the Federal Power Act.

Approval by the FDEP of the transfer of the Conditions of Certification issued to Seller under the Florida Electric Power Plant Siting Act, PA 09-55, PA 09-55, pursuant to FDEP Rule 62-17.211(3) of the Florida Administrative Code.

Filing of Public Drinking Water System Update form in respect of Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

**Schedule 5.1(d)-2 Post-Closing Buyer Approvals and Consents**

Filing of new Fire Alarm Permit Application, Alachua County Alarm Reduction Unit.

Permit renewal notice in respect of Weighing and Measuring Device Permit, Florida Department of Agriculture and Consumer Services, issued February 2, 2017 – Registration No. WM21942

Filing of new Storage Tank Registration (FDEP) Form – Facility ID: 9813790



**Schedule 6.1(c) Transitional Support**

~~{To be proposed by Buyer.}~~

See attached.

#### **Exhibit D – Fuel Price Adjustment Determination Procedure**

The Parties agree that 40,000 as-received tons of fuel (the “Fuel Inventory Baseline Quantity”) meets the on-site fuel inventory requirement set forth in Section 4.2 of the Power Purchase Agreement.

No more than 90 days prior to the Closing Date, Seller shall have the volume of the fuel inventory pile measured by a third party surveying and mapping firm (such as Nobles Consulting Group, Inc. or other firm with similar experience and capabilities) utilizing 3D laser scanning, photogrammetry or other technique providing a similar degree of accuracy.

The volume of fuel as determined by such third party shall be converted to a weight by using a conversion ratio of ~~1~~ 0.01425 tons of green fuel per cubic ~~yard~~ foot of volume. The resulting tonnage shall be deemed to be the existing fuel inventory as of the date of the measurement (the “Actual Fuel Pile Inventory”).

The Actual Fuel Pile Inventory shall be adjusted for changes occurring from the date of the fuel pile measurement (as described above) to the Closing Date as follows:

- The tons of fuel received and accepted onsite during the period, as measured by Seller’s fuel receiving and fuel yard management system in keeping with prior practice, shall be added to the Actual Fuel Pile Inventory; and
- Fuel consumed by Seller during the period, as measured by solid fuel flow in TPH as measured by the plant metering screw as shown on the daily Plant Log Report in keeping with prior practice, shall be subtracted from the Actual Fuel Pile Inventory.

The Fuel Price Adjustment shall be calculated as:

- if the Actual Fuel Pile Inventory on the day prior to the Closing Date is greater than the Fuel Inventory Baseline Quantity, the excess of the Actual Fuel Pile Inventory over the Fuel Inventory Baseline Quantity (i.e., a positive number), in tons, multiplied by \$28.25 per ton; or
- if the Actual Fuel Pile Inventory on the day prior to the Closing Date is less than the Fuel Inventory Baseline Quantity, the shortfall of the Actual Fuel Pile Inventory from the Fuel Inventory Baseline Quantity (expressed as a negative number), in tons, multiplied by \$28.25 per ton.

Document comparison by Workshare Compare on Wednesday, August 09, 2017  
11:09:55 PM

**Input:**

|               |                                                        |
|---------------|--------------------------------------------------------|
| Document 1 ID | interwovenSite://AMERICASDMS/AmericasActive/9389346/1  |
| Description   | #9389346v1<AmericasActive> - Schedules to GRU/GREC APA |
| Document 2 ID | interwovenSite://AMERICASDMS/AmericasActive/9389346/2  |
| Description   | #9389346v2<AmericasActive> - Schedules to GRU/GREC APA |
| Rendering set | Standard                                               |

**Legend:**

Insertion

~~Deletion~~

~~Moved from~~

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Style change

Format change

~~Moved-deletion~~

Inserted cell

Deleted cell

Moved cell

Split/Merged cell

Padding cell

**Statistics:**

|                | Count |
|----------------|-------|
| Insertions     | 34    |
| Deletions      | 25    |
| Moved from     | 0     |
| Moved to       | 0     |
| Style change   | 0     |
| Format changed | 0     |

|               |    |
|---------------|----|
| Total changes | 59 |
|---------------|----|



**SCHEDULES TO THE  
ASSET PURCHASE AGREEMENT**

**by and between**

**GAINESVILLE RENEWABLE ENERGY CENTER, LLC,**

**as Seller**

**and**

**CITY OF GAINESVILLE, FLORIDA d/b/a  
GAINESVILLE REGIONAL UTILITIES,**

**as Buyer**

**[\_\_\_\_\_] , 2017**

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The attached Schedules have been prepared and delivered in accordance with the Asset Purchase Agreement (the “**Agreement**”), dated as of [\_\_\_\_\_] , 2017, by and between Gainesville Renewable Energy Center, LLC (“**Seller**”) and City of Gainesville, Florida d/b/a Gainesville Regional Utilities (“**Buyer**”). Capitalized terms used but not defined in the Schedules shall have the meanings assigned to such terms in the Agreement. Seller may, at its option, include in the Schedules items that are not material, or otherwise not expressly required to be included, in order to avoid any misunderstanding, and any such inclusion, or any references to dollar amounts, shall not be deemed to be an acknowledgment or representation that such items are material, to establish any standard of materiality or to define further the meaning of such terms for purposes of the Agreement. Information disclosed in any Schedule shall constitute a disclosure for purposes of all other Schedules notwithstanding the lack of specific cross-reference thereto, but only to the extent the applicability of such disclosure to such other Schedule is reasonably apparent. In no event shall the inclusion of any matter in the Schedules be deemed or interpreted to broaden Seller’s representations, warranties, covenants or agreements contained in the Agreement. The mere inclusion of an item in the Schedules shall not be deemed an admission by the Seller that such item represents a material exception or fact, event, or circumstance or that such item had, or has, could, could not, would, would not, is or is not reasonably likely to, would reasonably be likely to or would not reasonably be likely to, be or result in, or otherwise have, a Material Adverse Effect. The headings contained in these Schedules are for convenience of reference only and shall not be deemed to modify or influence the interpretation of the information contained in the Schedules or the Agreement.

## **LIST OF SCHEDULES**

|                     |                                                     |
|---------------------|-----------------------------------------------------|
| Schedule 1.1(A)     | Buyer and Seller Knowledge Persons                  |
| Schedule 1.1(B)     | Permitted Interim Actions                           |
| Schedule 1.1(C)     | Project Level Debt                                  |
| Schedule 1.1(D)     | Permitted Liens                                     |
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| Schedule 2.1(a)(iv) | Tangible Personal Property                          |
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| Schedule 4.1(d)-1   | Pre-Closing Seller Approvals and Consents           |
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| Schedule 5.1(d)-1   | Pre-Closing Buyer Approvals and Consents            |
| Schedule 5.1(d)-2   | Post-Closing Buyer Approvals and Consents           |
| Schedule 6.1(c)     | Transitional Support                                |
| Exhibit D           | Fuel Price Adjustment Determination Procedure       |

**Schedule 1.1(A) Buyer and Seller Knowledge Persons**

**Buyer Knowledge Persons**

Ed Bielarski  
Justin Locke  
Tom Brown

**Seller Knowledge Persons**

James Gordon  
Leonard Fagan  
Albert Morales



**Schedule 1.1(B) Permitted Interim Actions**

None.

**Schedule 1.1(C) Project Level Debt**

Outstanding debt provided to Seller pursuant to the Credit Agreement, dated as of June 30, 2011, among Seller, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Coordinating Lead Arranger, and the various Lenders and other parties thereto.

Floating-to-fixed interest rate swaps pursuant to the following agreements:

- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Credit Agricole Corporate and Investment Bank.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and ING Capital Markets LLC.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Natixis, New York Branch.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Rabobank Nederland, New York Branch.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and Societe Generale.
- ISDA Master Agreement, dated as of June 30, 2011, between Seller and The Bank of Tokyo -Mitsubishi UFJ, Ltd.

**Schedule 1.1(D) Permitted Liens**

Liens identified in the First American Title Insurance Company's Ownership and Encumbrance Report, Customer Reference Number: G605 and First American File Number: 1068-3811076, together with the Title Opinion Letter dated as of July 21, 2017 issued by Norris & Norris, P.A.

**Schedule 1.1(E) Seller Credit Support**

**\$5,000,000 performance security deposit posted by Seller pursuant to the Power Purchase Agreement.**

**Schedule 2.1(a)(i) Spare Parts Inventory**

Please see the attached list of spare parts inventory.

**Schedule 2.1(a)(iv) Tangible Personal Property****2.1(a)(iv)-1 (Owned Tangible Personal Property)****Rolling Stock and Certain Other Fixtures**

| <b>Description</b>               | <b>Quantity</b> |
|----------------------------------|-----------------|
| John Deere Gator Utility Vehicle | 2               |
| 2012 Ford 350 Pickup             | 1               |
| 2012 Ford 150 Pickup             | 1               |
| Fuel Trailer                     | 1               |
| Wagner Chip Dozer                | 1               |
| Caterpillar Wheel Loader         | 1               |
| Remanufactured Wagner Chip Dozer | 1               |
| Bottom Ash Containers            | 2               |
| Water Truck                      | 1               |
| Caterpillar Skidsteer            | 1               |
| Electric Forklift                | 1               |
| Bottom Ash Hoppers               | 2               |
| Power Mower                      | 1               |
| Chip Van                         | 2               |
| Microwave Ash Furnace            | 1               |
| Fuel Sample Pulverizer           | 1               |
| Motorola Mobile Radios           | 2               |
| Portable Handsets                | 25              |
| Security Camera Substation       | 1               |
| Front Gate                       | 1               |
| Lube Oil Storage Building        | 1               |
| Nitrogen Generator               | 1               |
| Natural Gas Connection           | 1               |

**Additional Fixtures and Improvements**

| <b>Fixture / Improvement</b>                                 | <b>Description</b>                                                                                                                                    |
|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Bubbling Fluidized Bed (BFB) Boiler and Associated Equipment | See Appendix I.<br><br>Supplied by Metso (now Valmet).                                                                                                |
| Continuous Emission Monitoring System                        | For stack monitoring mounted on the boiler.                                                                                                           |
| Biomass Fuel Handling System                                 | Consists of 3 truck tippers, 2 sets of screens and hogs, an automatic stacker / reclaimer system, a manual stacker / reclaimer system and a series of |

|                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                           | <p>conveyors.</p> <p>The system provided includes equipment to weigh trucks, receive the fuel, size the fuel to acceptable limits, store the fuel, reclaim the fuel and convey the fuel to the boiler silos.</p>                                                                                                                                                                                                                                                                                                                                                                                                               |
| Ash Collection and Storage System                         | <p>For both the bottom ash and fly ash generated by the BFB boiler and emissions control equipment.</p> <p>Consists of a vacuum pneumatic fly ash collector, a steel storage silo, a telescopic dry unloader and pugmill.</p>                                                                                                                                                                                                                                                                                                                                                                                                  |
| Single Casing Steam Turbine                               | <p>Siemens Model SST-900, which includes a symmetrical casing.</p> <p>Consists of a single valve inlet, axial condensing exhaust and has been customized to allow bleed ports for feed water heating.</p>                                                                                                                                                                                                                                                                                                                                                                                                                      |
| BRUSH DAX Two-Pole Air-Cooled Cylindrical Rotor Generator | <p>60 Hz three-phase type designed to operate at a 0.85 (lagging) power factor under 13.8 kV and 116,450 MW (136.59 MVA) output.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Feedwater System                                          | <p>Consists of 4 feedwater heaters (1 LP heater, 1 deaerator and 2 HP heaters).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Heat Rejection System                                     | <p>Consists of a Holtec single two-pass surface condenser, circulating water system, 5 cell induced draft counter flow cooling tower and closed-loop auxiliary cooling system.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Fire Protection System                                    | <p>Consists of a 100% capacity electric motor driven pump, a 100% capacity diesel engine driven pump, raw water storage tank, other fire protection system equipment and a jockey pump.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Mechanical BOP Systems                                    | <p>See <b>Appendix II.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Foundations                                               | <p>For the various fixtures and improvements referenced above, including:</p> <ul style="list-style-type: none"> <li>• For shallow foundations, structures are supported on conventional shallow foundations, post-tensioned slabs or thickened edge monolithic slabs</li> <li>•</li> <li>• For deep foundations, structures are supported on augered cast in-place (augercast) piles or drilled shafts for support of the heavily loaded structures</li> <li>• For large underground structures (e.g., truck tipper facility), structural slab systems in conjunction with anchor drilled piers are used to resist</li> </ul> |

|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                        | buoyancy hydrostatic pressure due to high groundwater                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Pavements                              | For roads and parking.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Buildings and Enclosures               | Administration building, maintenance building, water treatment building, scale house building, cooling tower chemical system enclosure, oil storage enclosure, laboratory enclosure, 4 power distribution enclosures and cooling tower switchgear enclosure.                                                                                                                                                                                                                                                  |
| Water Supply System                    | Consists of 2 onsite wells, a 1,000,000 gallon CW makeup / fire water tank, a separate 50,000 gallon tank for water to be used for service water and supply to the cycle makeup treatment system, a pipeline delivering City of Alachua reclaimed water to the water tank and a cycle makeup treatment system in a reverse osmosis (RO) / electro-deionization (EDI) configuration.                                                                                                                           |
| Zero Liquid Discharge (ZLD) System     | Consist of a brine concentrator and crystallizer and 75,000 gallon waste water tank.                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Sanitary Wastewater System             | Consists of a network of gravity drain piping, an onsite sewer lift station and a DGS sanitary system.                                                                                                                                                                                                                                                                                                                                                                                                        |
| Other Water Treatment Equipment        | Including 3 oil / water separators and wastewater sumps.                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| High Voltage Electric System           | Utilizes a Pennsylvania Transformer GSU transformer to increase voltage provided by the STG to the 138 kV transmission system.<br><br>The high voltage system includes various relays, switches and breakers.                                                                                                                                                                                                                                                                                                 |
| Auxiliary Electric Distribution System | Consists of: <ul style="list-style-type: none"> <li>• A 13.8 to 138 kV, two-winding, ONAN/ONAF/ONAF, 93/124/155 MVA, three-phase, delta-wye, 60 Hz, 65C rise transformer</li> <li>•</li> <li>• A 138 to 4.16 kV, three-phase, 60 Hz, delta-wye 65C rise transformer</li> <li>•</li> <li>• A battery connected DC system or uninterruptible power supplies (UPS)</li> <li>•</li> <li>• Grounding, lightning and cathodic protection systems</li> <li>•</li> <li>• A standby diesel engine generator</li> </ul> |
| Lightning Protection System            | Consists of air terminals on roofs, roof-mounted mechanical equipment, stacks, parapets,                                                                                                                                                                                                                                                                                                                                                                                                                      |



|                                             |                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                             | penthouse roofs, bonding of structure and other metal objects, grounding electrodes and interconnecting conductors.                                                                                                                                                                                                                                                                                        |
| 4,500 Foot Single-Circuit Transmission Line | From the Project's 138 kV switchyard to the Project's dead-end structure located just outside of the Buyer 138 kV switching station.<br><br>Transmission line includes fiber-optic cable that is used for primary and redundant line relaying schemes.                                                                                                                                                     |
| Instrumentation and Control System          | Consists of a microprocessor-based integrated control and data acquisition system providing control and monitoring of Project equipment from the central control room.                                                                                                                                                                                                                                     |
| Hoists                                      | Various hoists located with the Project for maintenance activities.<br><br>8 manually operated monorail chain hoists are located within the Project for maintenance and access of equipment, including the boiler feed pumps, shop, condensate pumps, circulating water pumps, auxiliary cooling pumps and wood yard hogs.<br><br>14 electric hoists are provided for maintenance of the boiler equipment. |

#### Bulk Process Chemicals and Bulk Process Lubricants

All quantities in the immediately following table are approximate as of July 2017.

| Chemical / Lubricant        | Description                | Quantity  |
|-----------------------------|----------------------------|-----------|
| TOTE / DRUM                 |                            |           |
| Sulfuric Acid               | 66 Be technical grade 93%  | 600 GAL   |
| Sodium Hydroxide            | 50%, Rayon grade           | 630 GAL   |
| Sodium Hypochlorite         | 12%                        | 450 GAL   |
|                             | 10% NSF / Pharma Grade     | 30 GAL    |
| ZLD Seeding                 | Terra Alba                 | 6,000 LBS |
| ZLD Anti-Scalant            | Hypersperse MDC700         | 55 GAL    |
| ZLD Anti-Foam               | FO-321                     | 69 GAL    |
| WT Sodium Bisulfite         | BD DCL30                   | 138 GAL   |
| WT Anti-Scalant             | Hypersperse MDC150         | 138 GAL   |
| RO Membrane Cleaner Acid    | Kleen MCT103               | 30 GAL    |
| RO Membrane Cleaner Caustic | Kleen MCT511               | 62 GAL    |
| CT Non-Oxidizing Biocide    | Spectrus NX 1100 / CT 1300 | 20 GAL    |
| CT Anti-Foam                | Foamtrol AF 1440           | 165 GAL   |
| CT Corrosion Inhibitor      | CorrShield MD4100          | 55 GAL    |
| Amine                       | Steamate NA 1321           | 240 GAL   |
| Oxygen Scavenger            | CorTrolOS 5607             | 440 GAL   |

|                     |                   |           |
|---------------------|-------------------|-----------|
| Phosphate           | Optisperse HP3100 | 96 GAL    |
|                     | Optisperse HP2100 | 165 GAL   |
| Lignon              | DustTreat DC9112  | 275 GAL   |
| NCM                 |                   | 220 GAL   |
|                     |                   |           |
| BULK                |                   |           |
| Sodium Bicarbonate  |                   | 3.3 TONS  |
| Ammonia             |                   | 5,250 GAL |
| Acid                |                   | 1,944 GAL |
| Sand                |                   | 64 TONS   |
| Sodium Hypochlorite | 12%               | 938 GAL   |
| GenGardGN 8004      |                   | 680 GAL   |
| Bulk Lube           |                   | 1,431 GAL |

### Office Equipment

| Description                             | Quantity |
|-----------------------------------------|----------|
| Chairs                                  | 90       |
| Tables                                  | 30       |
| Phones                                  | 12       |
| Desks                                   | 37       |
| Printers                                | 8        |
| Monitors                                | 26       |
| File Cabinets (4 drawer)                | 26       |
| Shelves                                 | 21       |
| Touch Screen Kiosk 12" Display (tipper) | 3        |
| Jet Dust Collector                      | 1        |
| Jet Air Filtration                      | 1        |
| Retsch Grinder                          | 1        |
| Couch                                   | 1        |
| Credenzas                               | 3        |
| Refrigerators                           | 3        |
| Hutches                                 | 11       |
| Mail Box Hutches                        | 3        |
| Microwaves                              | 3        |
| Locking Bulletin Board                  | 1        |
| Partitions                              | 7        |
| Plan Racks                              | 2        |
| Projector                               | 1        |
| Shredder                                | 1        |
| Wall Divider                            | 1        |

|                      |   |
|----------------------|---|
| Wall Screen          | 1 |
| Weather Station Unit | 2 |

**2.1(a)(iv)-2 (Leased Tangible Personal Property)**

Extended Boom Fork Lift Truck

Great American Financial Services Leased Copier

## Appendix I – Major Boiler System Equipment

### EQUIPMENT

#### **Bubbling Fluidized Bed Boiler**

Drum, furnace, superheaters, steam attemperators, economizer bundle with headers, structural supports, and boiler casing.

#### **Combustion Air System**

- (a) Primary (fluidizing) air system including one air fan, silencer, inlet vane flow control, and ducting with air heater, fuel feed and ammonia system.
- (b) Secondary (Burner/Overfire) air system including one variable frequency controlled air fan, silencer, and ducting with air heater, constant velocity nozzles, and cooling air piping for main flame scanner.

#### **Flue Gas System**

Primary air tubular air heater, secondary air tubular air heater, flue gas ductwork , pulse jet baghouse, induced draft fan, and insulated carbon steel flue gas stack.

#### **Flue Gas Recirculation (FGR) System**

One Flue gas recirculation fan with inlet vane flow control and ducting.

#### **Fuel Feed System**

Two metering bins totaling approximately 45 minutes of storage capacity, including rotating screw reclaimers, two drag chain conveyors, six metering screws, six rotary airlocks, fuel chutes, and structure.

#### **Sand Feed System**

One sand storage silo with pneumatic fill line, vent piping, and structure. One sand chute with rotary feeder discharge valve.

#### **Coarse Material Handling System**

Twelve removal hoppers with manual and pneumatic isolation gate valves, three water cooled screw conveyors, one drag conveyor with multiple inlets, and a material sieving and recirculation system.

#### **Fly Ash Handling System**

Two second pass ash hoppers, one third pass hopper with two motor driven screw conveyors, one ash transfer screw, and multiple bag filter hopper outlet connections.

#### **Burners**

Four natural gas fired startup burner assemblies.

#### **SCR System**

Vanadium pentoxide based catalyst bed, one forwarding skid, including two piston type

metering pumps, ammonia valve racks, and ammonia injection manifolds.

**Deaerator**

One deaerator with storage tank and supporting steel.

**Other**

Distributed Control System (DCS), transmitters and elevator.

**Appendix II – Mechanical Balance of Plant**

| SYSTEM            | MANUFACTURER             | EQUIPMENT                 |
|-------------------|--------------------------|---------------------------|
| Compressed Air    | Atlas Copco              | Two 100 % Compressors     |
| Circulating Water | Flowserve                | Two 60% Capacity Pumps    |
| Closed Cooling    | Alfa Laval and Flowserve | Heat Exchangers and Pumps |
| Condensate        | Flowserve                | 2 100% Capacity Pumps     |
| General Service   | Flowserve                | 5 Centrifugal Pumps       |
| Boiler Feed       | Flowserve                | 2 100% Capacity Pumps     |

**Schedule 2.1(a)(vi) Deposits; Prepaid Expenses**

None.

**Schedule 2.1(b)(xi) Excluded Assets**

Mobile phones utilized by Project staff, including employees of Energy Management, Inc., NAES Corporation and BioResource Management.

**Schedule 2.1(c)(v) Assumed Liabilities**

None.



**Schedule 2.1(d)(vi) Excluded Liabilities**

None.

**Schedule 4.1(d)-1 Pre-Closing Seller Approvals and Consents**

Payoff letter with respect to the Project Level Debt as provided in Section 3.3(i) of the Agreement.

Authorization by the FERC of the sale and disposition of the Project pursuant to Section 203 of the Federal Power Act.

Approval by the FDEP of the transfer of the Conditions of Certification issued to Seller under the Florida Electric Power Plant Siting Act, PA 09-55, PA 09-55, pursuant to FDEP Rule 62-17.211(3) of the Florida Administrative Code.

Filing of Public Drinking Water System Update form in respect of Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

**Schedule 4.1(d)-2 Post-Closing Seller Approvals and Consents**

Approval by the FDEP of the transfer of Title V Air Operation Permit No. 0010131-004-AV pursuant to FDEP Rule 62-4.120 of the Florida Administrative Code (application to be filed within 30 days after Closing).

Filing of a Notice of Termination with FDEP for the Multi-Sector Generic Permit for Stormwater Discharge Associated with Industrial Activity, No. FLR05H580.

Approval by the Suwannee River Water Management District, City of Alachua, Buyer and Seller of the assignment of Seller's rights and obligations under the Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.

~~Change in ownership in respect of Special Purpose Personnel Elevator Certificate of Operation, Florida Department of Business and Professional Regulation, Bureau of Elevator Safety, License No. 100269~~

**Schedule 4.1(f)      Litigation**

None.

**Schedule 4.2(a) Title to and Interest in Tangible Personal Property**

None.

**Schedule 4.2(b) Material Contracts; Consents and Approvals<sup>1</sup>**

**Principal Agreements with Buyer**

\*Power Purchase Agreement for the Supply of Dependable Capacity, Energy and Environmental Attributes from a Biomass-Fired Power Production Facility, dated as of April 29, 2009, between Seller and Buyer, and as amended by that certain Equitable Adjustment for Change of Law of the Power Purchase Agreement, dated as of March 16, 2011, between Seller and Buyer, as amended by Sections 5(b) through 5(j) of the Consent and Agreement, dated as of June 30, 2011, between Seller and Buyer and Union Bank, N.A., as collateral agent for the Lenders and other Secured Parties referred to in the Credit Agreement.

\*Equitable Adjustment for Change of Law of the Power Purchase Agreement for the Supply of Dependable Capacity, Energy and Environmental Attributes from a Biomass-Fired Power Production Facility, dated as of March 16, 2011, between Seller and Buyer.

Consent and Agreement, dated as of June 30, 2011, between Seller and Buyer and Union Bank, N.A., as collateral agent for the Lenders and other Secured Parties referred to in the Credit Agreement.

\*Lease Agreement, dated as of September 28, 2009, between Seller and Buyer.

\*Corrective Lease Agreement, effective as of September 28, 2009, between Seller and Buyer.

Large Generator Interconnection Agreement, dated as of November 16, 2010, between Seller and Buyer.

Standby, Supplemental and Startup Power Agreement, dated as of September 5, 2012, between Seller and Buyer.

Natural Gas Contract, dated as of April 4, 2012, between Seller and Buyer.

Hague Substation Agreement, dated as of September 28, 2012, between Seller and Buyer.

**Principal Operations-Related Agreements**

Contract for the Operation and Maintenance of a Biomass-Fired Power Production Facility, dated as of June 14, 2011, between Seller and NAES Corporation.

Sand Supply Agreement, dated as of October 23, 2012, between Edgar Minerals and Seller.

Sodium Bicarbonate Supply Agreement, dated as of September 21, 2011, between Solvay

<sup>1</sup> Contracts marked with an asterisk constitute Assumed Contracts.

Chemicals, Inc. and Seller.

Waste & Disposal Services Agreement, dated as of September 1, 2013, between Heart of Florida Environmental and Seller.

Customer Advantage Agreement, dated as of August 1, 2013, between Seller and Valmet Inc.

Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.

#### Fuel Supply and Management Agreements

Biomass Services Agreement, dated as of June 20, 2011, between BioResource Management and Seller.

#### Biomass Supply Agreements:

- Biomass Supply Agreement, dated as of August 8, 2016, between Seller and AMC Recycling, LLC.
- Biomass Supply Agreement, dated as of December 12, 2016, between Seller and Harley Forest Products, LLC.
- Biomass Supply Agreement, dated as of March 19, 2015, between Seller and M.A. Rigoni, Inc.
- Biomass Supply Agreement, dated as of May 30, 2012, between Seller and Columbia Timber Company.
  - o Amendment, dated as of May 8, 2015, to Biomass Supply Agreement, dated as of May 30, 2012, between Seller and Columbia Timber Company.
- Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of May 26, 2014, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of March 5, 2015, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
  - o Amendment, dated as of July 22, 2016, to Biomass Supply Agreement, dated as of July 24, 2013, between Seller and Ward Timber, LLC.
- Biomass Supply Agreement, dated as of March 2, 2015, between Loncala, Incorporated and Seller.
- Biomass Supply Agreement, dated as of May 15, 2012, between RJ Nathe & Sons, Inc.
  - o Amendment, dated as of November 15, 2013, to Biomass Supply Agreement, dated as of May 15, 2012, between Seller and RJ Nathe & Sons, Inc.
  - o Amendment, dated as of May 22, 2014, to Biomass Supply Agreement, dated as of May 15, 2012, between Seller and RJ Nathe & Sons, Inc.

#### Additional Agreements

Supplemental Agreement, dated as of July 12, 2010, between Buyer, Seller and CSX Transportation, Inc.

Supplemental Agreement, dated as of May 3, 2011, between Buyer, Seller and CSX Transportation, Inc.

Terms and Conditions of the Easement for Ingress/Egress recorded in O.R Book 3909, Page 2082, Public Records of Alachua County, Florida; as affected by Corrective Easement for Ingress/Egress, between the City of Gainesville, Florida and Seller, dated as of June 13, 2011, as recorded on June 22, 2011, in O.R. Book 4039, at page 493.

Service Level Agreement, dated as of June 21, 2016, between Seller and Auxzillium, LLC.

Customer Service Agreement, dated as of August 28, 2012, between Seller and Windstream Communications Inc.

**Schedule 4.2(f) Governmental Approvals**

All items set forth on Schedule 4.2(i)(ii) are incorporated herein by reference.

Special Purpose Personnel Elevator Certificate of Operation, Florida Department of Business and Professional Regulation, Bureau of Elevator Safety, License No. 100269

Weighing and Measuring Device Permit, Florida Department of Agriculture and Consumer Services, issued February 2, 2017 – Registration No. WM21942

Fire Alarm Permit, Alachua County Alarm Reduction Unit – Permit No. 50226300

Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

Federal Communications Commission Radio License



**Schedule 4.2(g)      Litigation**

None.

#### **Schedule 4.2(i)(i) Environmental Matters**

##### **Release of Hazardous Materials**

4/29/15 @ 08:18 Contractor Veolia hydroblaster lube/hydraulic leak < 1 quart east of ZDS filter press on limerock and roadway

7/21/15 @ 15:00 Wagner hydraulic line failure ~ 6 gallons south edge of manual pile, just north of PDC on limerock

7/21/15 @ 18:30 Tipper Bay 2 tractor trailer rig hydraulic line ~ 70 gallon reservoir on pavement and in tipper sump

9/25/15 @ 14:00 Rental Lull hydraulic fluid from reservoir vent < 5 gallons from filter press to south road to north roadway to gravel parking area west of maintenance shop

3/3/16 @ 12:15 Skidsteer hydraulic line failure < 4 gallons on limerock, south side of dead yard

7/3/16 @ 11:00 CAT loader hydraulic oil ~ 15 gallons on main entrance roadway

9/29/16 @ 22:00 South oil water separator reverse osmosis reject process water overflow 9,225 gallons in limerock area, pumped to cooling tower basin and captured in west road stormwater catch basin/east pond

##### **Environmental Claims**

Various individuals from Alachua County Public Works Department have made claims regarding odors, dust and other emissions from the Project.

Various speakers at the Gainesville City Commission and UAB meetings have made various claims regarding odors, dust and other emissions from the Project.

##### **Orders, Decree or Judgments**

None.

**Schedule 4.2(i)(ii) Environmental Approvals held by Seller**

Title V Air Operation Permit, Permit No. 0010131-004-AV

Multi-Sector Generic Permit (MSGP) for Stormwater Discharge Associated with Industrial Activity (FDEP) – Facility ID: FLR05H580

Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller (Ground Water Use Permit)

Conditions of Certification pursuant to the Florida Power Plant Siting Act (COC/FDEP), PA 09-55, PA 09-55A

FDEP Certification of Consistency with Section 401 of the Clean Water Act standards and Florida Coastal Management Program under Section 3076 of the CZMA by letter dated January 4, 2010

Storage Tank Registration (FDEP) – Facility ID: 9813790, 2017-2018 Placard No. 517276

FDEP PWS – Potable Water System certification letter, April 11, 2013 – Non-transient, non-community water system

Certification of Compliance of Solid Waste Handling Plan (FDEP) by letter dated January 24, 2014

**Schedule 5.1(d)-1 Pre-Closing Buyer Approvals and Consents**

Approval of the Gainesville City Commission as contemplated by Section 9.17 of the Agreement.

Authorization by the FERC of the sale and disposition of the Project pursuant to Section 203 of the Federal Power Act.

Approval by the FDEP of the transfer of the Conditions of Certification issued to Seller under the Florida Electric Power Plant Siting Act, PA 09-55, PA 09-55, pursuant to FDEP Rule 62-17.211(3) of the Florida Administrative Code.

Filing of Public Drinking Water System Update form in respect of Drinking Water Operating License, FDEP Division of Water Resource Management, PWS 2014223

**Schedule 5.1(d)-2 Post-Closing Buyer Approvals and Consents**

Filing of new Fire Alarm Permit Application, Alachua County Alarm Reduction Unit

Permit renewal notice in respect of Weighing and Measuring Device Permit, Florida Department of Agriculture and Consumer Services, issued February 2, 2017 – Registration No. WM21942

Filing of new Storage Tank Registration (FDEP) Form – Facility ID: 9813790

Approval by the FDEP of the transfer of Title V Air Operation Permit No. 0010131-004-AV pursuant to FDEP Rule 62-4.120 of the Florida Administrative Code (application to be filed within 30 days after Closing).

Filing with FDEP of a Notice of Intent to Use a Multi-Sector Generic Permit for Stormwater Discharge Associated with Industrial Activity.

Change in ownership in respect of Special Purpose Personnel Elevator Certificate of Operation, Florida Department of Business and Professional Regulation, Bureau of Elevator Safety, License No. 100269

Approval by the Suwannee River Water Management District, City of Alachua, Buyer and Seller of the assignment of Seller's rights and obligations under the Memorandum of Understanding, dated as of August 9, 2010, among Suwannee River Water Management District, Buyer, City of Alachua and Seller.

**Schedule 6.1(c) Transitional Support**

For a period of 6 months following the Closing, to the extent Seller possesses or can readily obtain the same and can legally provide the same, Seller will provide Buyer with access to employee training and certification records for the employees existing as of Closing in connection with the operating and maintenance of the Project, as well as employee operating and maintenance procedures for the Project existing as of the Closing Date.

~~See attached.~~ Access, for a period of 6 months following the Closing via phone and email, to Len Fagan for questions that arise regarding asset management issues, not to exceed 50 hours of time in the aggregate.

#### **Exhibit D – Fuel Price Adjustment Determination Procedure**

The Parties agree that 40,000 as-received tons of fuel (the “Fuel Inventory Baseline Quantity”) meets the on-site fuel inventory requirement set forth in Section 4.2 of the Power Purchase Agreement.

No more than 90 days prior to the Closing Date, Seller shall have the volume of the fuel inventory pile measured by a third party surveying and mapping firm (such as Nobles Consulting Group, Inc. or other firm with similar experience and capabilities) utilizing 3D laser scanning, photogrammetry or other technique providing a similar degree of accuracy.

The volume of fuel as determined by such third party shall be converted to a weight by using a conversion ratio of 0.01425 tons of green fuel per cubic foot of volume. The resulting tonnage shall be deemed to be the existing fuel inventory as of the date of the measurement (the “Actual Fuel Pile Inventory”).

The Actual Fuel Pile Inventory shall be adjusted for changes occurring from the date of the fuel pile measurement (as described above) to the Closing Date as follows:

- The tons of fuel received and accepted onsite during the period, as measured by Seller’s fuel receiving and fuel yard management system in keeping with prior practice, shall be added to the Actual Fuel Pile Inventory; and
- Fuel consumed by Seller during the period, as measured by solid fuel flow in TPH as measured by the plant metering screw as shown on the daily Plant Log Report in keeping with prior practice, shall be subtracted from the Actual Fuel Pile Inventory.

The Fuel Price Adjustment shall be calculated as:

- if the Actual Fuel Pile Inventory on the day prior to the Closing Date is greater than the Fuel Inventory Baseline Quantity, the excess of the Actual Fuel Pile Inventory over the Fuel Inventory Baseline Quantity (i.e., a positive number), in tons, multiplied by \$28.25 per ton; or
- if the Actual Fuel Pile Inventory on the day prior to the Closing Date is less than the Fuel Inventory Baseline Quantity, the shortfall of the Actual Fuel Pile Inventory from the Fuel Inventory Baseline Quantity (expressed as a negative number), in tons, multiplied by \$28.25 per ton.

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