

**CITY OF PFLUGERVILLE
FIRST AMENDMENT TO THE AMENDED AND RESTATED NON-ANNEXATION
DEVELOPMENT AGREEMENT**

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This FIRST AMENDMENT (“AMENDMENT”) amends that certain CITY OF PFLUGERVILLE AMENDED AND RESTATED NON-ANNEXATION DEVELOPMENT AGREEMENT (“AGREEMENT”), dated and effective as of November 21, 2017, and is made by and between the **CITY OF PFLUGERVILLE, TEXAS**, a home rule municipality located in Travis County, Texas (“CITY”), and **Sarvi, LLC**, a Texas limited liability company, **Yajat, LLC**, a Texas limited liability company, and **Sarvi Yajat Partnership**, a Texas general partnership, and **RRE Austin Solar, LLC**, a Texas limited liability company and their respective successors and assigns (individually and collectively, “LANDOWNER”). CITY and LANDOWNER may be referred to individually as “PARTY” and collectively as “PARTIES.”

WHEREAS, LANDOWNER owns certain real property located in Travis County, Texas that is within or contiguous to otherwise existing extraterritorial jurisdiction of CITY, such real property being more particularly depicted in **Exhibit A** attached hereto and fully incorporated into this AMENDMENT for all purposes (“PROPERTY”); and

WHEREAS, LANDOWNER desires to develop the PROPERTY for the sole purpose of operating a solar electricity generation facility capable of producing at least an estimated one hundred-twenty (120) Megawatts AC or more of capacity upon full build out (“PROJECT”) in accordance with the terms of the original AGREEMENT, recorded as Document No. 2017192538 in the Official Public Records of Travis County, Texas on December 6, 2017, and as amended by this AMENDMENT; and

WHEREAS, the PARTIES find it necessary and beneficial to amend the original AGREEMENT through this AMENDMENT to extend the PROJECT’S construction commencement and final completion dates; and

WHEREAS, the PARTIES agree that this AMENDMENT, along with the original AGREEMENT will be recorded in the Official Public Records of Travis County, Texas, and shall run with the PROPERTY, as provided by law; and

WHEREAS, the City of Pflugerville City Council has authorized and approved this AMENDMENT at a regularly scheduled council meeting subject to the Open Meetings Act in compliance with the laws of the State of Texas and the ordinances and Charter of the City of Pflugerville on _____, 2018, as evidenced by the adoption of Resolution No. _____.

NOW, THEREFORE, for and in consideration of the mutual promises and covenants contained or referred to herein, the receipt and sufficiency of which is hereby acknowledged by the CITY and the LANDOWNER, the PARTIES hereto agree as follows:

1. *Findings.* The foregoing recitals are found to be true and correct and are hereby adopted by the PARTIES and incorporated herein as part of this AMENDMENT for all purposes.
2. *Amendment.* **Exhibit B** of the original AGREEMENT is hereby amended and substituted in its entirety with a revised **Exhibit B**, which is attached hereto and incorporated herein for all purposes.
3. *Savings.* Except as amended herein, the original AGREEMENT shall remain unchanged and in full force and effect between the PARTIES.
4. *Counterparts.* To facilitate execution, this AMENDMENT may be executed in any number of counterparts as may be convenient or necessary, and it shall not be necessary that the signatures of all PARTIES hereto be contained on any one counterpart herein. A facsimile transmission shall be deemed to be an original signature.
5. *Covenant/Recording.* This AMENDMENT shall be recorded in the Official Public Records of Travis County, Texas and shall inure to the benefit and obligations of the PARTIES, their respective heirs, successors and assigns, as a covenant running with the PROPERTY.

(Signature pages follow)

EXECUTED by and between the PARTIES hereto to be effective as of _____, 2018.

**CITY OF PFLUGERVILLE, a home rule
municipality in Travis County, Texas**

By:

Sereniah Breland, City Manager

Date:

ATTEST:

By:

KAREN THOMPSON, City Secretary

LANDOWNER:

By:

Daven Mehta
Chief Executive Officer
for RRE Austin Solar, LLC

By:

Yogesh Patel
Member
for Yajat, LLC
(Parcels 0267900117 & 0267900108)

By:

Zarna Mehta
Member
for Yajat, LLC
(Parcels 0267900117 & 0267900108)

By:

Rajesh Mehta
Member
for Sarvi, LLC
(Parcel 0267900108)

By:

Vina Mehta
Member
for Sarvi, LLC
(Parcel 0267900108)

By:

Rajesh Mehta
Member of Sarvi, LLC as General Partner
for Sarvi Yajat Partnership
(Parcels 0267900110, 02599000101, 025900207, 0259900105)

By:

Vina Mehta
Member of Sarvi, LLC as General Partner
for Sarvi Yajat Partnership
(Parcels 0267900110, 02599000101, 025900207, 0259900105)

By:

Yogesh Patel
Member of Yajat, LLC as General Partner
for Sarvi Yajat Partnership
(Parcels 0267900110, 02599000101, 025900207, 0259900105)

By:

Zarna Mehta
Member of Yajat, LLC as General Partner
for Sarvi Yajat Partnership
(Parcels 0267900110, 02599000101, 025900207, 0259900105)

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared **Sereniah Breland on behalf of the City of Pflugerville, Texas**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____,
20__.

Notary Public, State of Texas
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Yogesh Patel on behalf of Yajat, LLC**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____,
20__.

Notary Public, State of Texas

Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Zarna Mehta on behalf of Yajat, LLC**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Rajesh Mehta on behalf of Sarvi, LLC**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Vina Mehta on behalf of Sarvi, LLC**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Rajesh Mehta on behalf of Sarvi, LLC as general partner and for Sarvi Yajat Partnership**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Vina Mehta on behalf of Sarvi, LLC as general partner and for Sarvi Yajat Partnership**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Yogesh Patel on behalf of Yajat, LLC as general partner and for Sarvi Yajat Partnership**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

THE STATE OF _____ §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared **Zarna Mehta on behalf of Yajat, LLC as general partner and for Sarvi Yajat Partnership**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the ____ day of _____, 20__.

Notary Public, State of _____
Typed or Printed Name of Notary:

Commission Expires: _____

EXHIBIT A

The Property

Tract 1 (TCAD GEO ID 0267900117):

BEING 211.51 Acres of land, more or less, out of the Isaac Lindsey Survey No. 67, Abstract No. 476 and the Walton Hill & Walton Survey No. 77, Travis County, Texas, being all of that certain First Tract-Tract II, called to contain 132.18 Acres, and all of that certain Second Tract, called to contain 80.59 Acres, described in a deed to Nina Covington, Val C. Covington Buck, Mary Elizabeth Buck Vance, Rosemary Covington Diaz and Sarah Ann Covington Fenley recorded in Volume 5180, Page 668 of the Deed Records of Travis County, Texas, save and except that certain 1-acre portion of the said Second Tract described in a deed to Debra Sue Smesky recorded in Document Number 2001184869 of the Official Public Records of Travis County, Texas, being the same 1-acre tract previously described in a deed to Edmond A. Smesky and wife, Gladys Smesky recorded in Volume 5373, Page 1835 of the Deed Records of Travis County, Texas. The said 211.51 Acres being the same tract of land described in deed recorded in Document No. 2007153496, Official Public Records of Travis County, Texas, and being more particularly described by Metes and Bounds as follows:

BEGINNING at an iron pipe found at the Northwest corner of the said First Tract-Tract II, being on the East line of that certain 76.066 Acre tract described in a deed to Kenneth Schmidt and wife, Elizabeth Schmidt by deed recorded in Document Number 2000083124 of the Official Public Records of Travis County, Texas, and being at an angle point in Felder Lane;

THENCE, South 60 degrees 56 minutes 55 seconds East, along the South line of Felder Lane, at 3030.97 feet passing a 1/2 inch diameter steel pin found 0.55 feet South of line and continuing a total distance of 3280.94 feet to an iron pipe found at the Northerly Northeast corner of the said Second Tract, the same being the Northwest corner of that certain 19.806 Acre tract described in a deed to Homer L. Johnson recorded in Volume 7799, Page 697 of the Deed Records of Travis County, Texas;

THENCE, South 30 degrees 20 minutes 58 seconds West, along the West line of the said 19.806 Acre Johnson Tract, then the West line of that certain 30.001 Acre tract described in a deed to Homer L. Johnson recorded in Volume 5335, Page 1624 of the Deed Records of Travis County, Texas, and then the West line of that certain 25.005 Acre tract described in a deed to Richard Row Weaver recorded in Volume 11939, Page 87 of the Real Property Records of Travis County, Texas, at 428.58 feet passing an iron pipe found 0.21 feet East of line, at 1075.12 feet passing an iron pipe found 0.41 feet West of line, continuing a total distance of 1611.02 feet to an iron pipe found at the Southwest corner of the said 25.005 Acre Weaver Tract, being an interior corner of the said Second Tract;

THENCE, South 61 degrees 03 minutes 24 seconds East, a distance of 2035.33 feet to a 1/2 inch diameter steel pin found on the West line of Manda-Carlson Road at the Southeast corner of the said 25.005 Acre Weaver Tract, the same being an exterior corner of the said Second Tract;

THENCE, South 29 degrees 06 minutes 58 seconds West, a distance of 776.96 feet along the West line of Manda-Carlson Road, the same being the East line of the said Second Tract, to an iron pipe found at the Northeast corner of the said 1-acre tract described in a deed to Debra Sue Srnesky recorded in Document

Number 2001184869 of the Official Public Records of Travis County, Texas, being the same 1 Acre tract described in Volume 5373, Page 1835 of the Deed Records of Travis County, Texas;

THENCE, traversing the interior of the said Second Tract, along the North, West and South lines of the said 1-acre tract, the following three (3) courses and distances:

- 1) North 60 degrees 53 minutes 45 seconds West, 215.16 feet to a 1/2 inch diameter steel pin found with cap;
- 2) South 29 degrees 06 minutes 48 seconds West, 194.87 feet to a 1/2 inch diameter steel pin found with cap;
- 3) South 60 degrees 48 minutes 35 seconds East, a distance of 253.38 feet to an iron pipe found on the West line of Manda-Carlson Road at the Southeast corner of the said 1 Acre tract;

THENCE, along the West line of Manda-Carlson Road, the same being the East line of the said Second Tract, the following two (2) courses and distances:

- 1) South 05 degrees 44 minutes 49 seconds West, 70.92 feet to a 1/2 inch diameter steel pin set with cap stamped Lenz & Assoc;
- 2) South 28 degrees 19 minutes 58 seconds West, 544.51 feet to a 1/2 inch diameter steel pin found at the Southeast corner of the said Second Tract, the same being the Easterly most Northeast corner of that certain 319.834 Acre tract described in a deed to Carriage Oaks Estates, Inc., recorded in Volume 13302, Page 5198 of the Real Property Records of Travis County, Texas, from which a 1/2 inch diameter steel pin found at the Southeast corner of the said 319.834 Acre tract bears South 28 degrees 42 minutes 52 seconds West, 1784.44 feet;

THENCE, North 60 degrees 58 minutes 24 seconds West, at 1966.40 feet passing a 1/2 inch diameter steel pin found at an interior corner of the said 319.834 Acre Carriage Oaks Estates, Inc. Tract, and continuing a total distance of 1993.85 feet to an iron pipe found at the Southerly Southwest corner of the said Second Tract in the interior of the said 319.834 Acre Carriage Oaks Estates, Inc., Tract;

THENCE, North 30 degrees 01 minutes 22 seconds East, a distance of 1312.15 feet along a line of the said Second Tract, being in conflict with the said 319.834 Acre Carriage Oaks Estates, Inc., Tract, to a 1/2 inch diameter steel pin set with cap stamped Lenz & Assoc. on a common line between the said Second Tract and the said 319.834 Acre Carriage Oaks Estates, Inc., Tract, for an interior corner of the said Second Tract, from which an iron pipe found at an exterior corner of the said 319.834 Acre Carriage Oaks Estates, Inc., Tract bears South 61 degrees 06 minutes 00 seconds East, 4.48 feet;

THENCE, North 61 degrees 06 minutes 00 seconds West, along the North line of the said 319.834 Acre Carriage Oaks Estates, Inc. Tract, at 344.20 feet passing the record location of an exterior corner of the said Second Tract, the same being the Southeast corner of the said First Tract - Tract II, continuing a total distance of 3407.81 feet to a 1/2 inch diameter steel pin found on the East line of the said 76.066 Acre Schmidt Tract at the Southwest corner of the said First Tract - Tract II, the same being the Northwest corner of the said 319.834 Acre Carriage Oaks Estates, Inc., Tract, from which an iron pipe found at an exterior corner of the said 319.834 Acre Carriage Oaks Estates, Inc., Tract bears South 29 degrees 53 minutes 24 seconds West, 802.78 feet;

THENCE, North 29 degrees 53 minutes 24 seconds East, a distance of 1886.72 feet along the common line between the said First Tract - Tract II and the said 76.066 Acre Schmidt Tract to the PLACE OF BEGINNING, containing 211.51 Acres of land.

Tract 2 (TCAD GEO ID 0267900108):

BEING 319.089 Acres of land, more or less, out of Isaac Lindsay Survey No. 67, Abstract No. 476, the Walton, Hill and Walton Survey No. 77, Abstract No. 2326, and the Styles Fowler Survey No. 42, Abstract No. 302, all in Travis County, Texas, and being a portion of that certain (319.834 Acre) tract of land as conveyed to Carriage Oaks Estates, Inc., By deed recorded in Volume 13302, Page 5198 of the real property Records of Travis County, Texas; said 319.089 Acres being the same tract of land described in deed recorded in Document No. 2007024765, Official Public Records of Travis County, Texas, and more particularly described by Metes and Bounds as follows:

BEGINNING at a 1/2-inch iron rod found in the Northwest right-of-way line of Carlson Road, also known as "Manda Road and/or Manda Carlson Road", same being a point in the approximate Southwest line of the Walton, Hill and Walton Survey No. 77, Abstract No. 2326 and the Northeast line of the Styles Fowler Survey No. 42, Abstract No. 302, also being the most Easterly corner of that certain (319.834 Acre) tract of land as conveyed to Carriage Oaks Estates, Inc., by deed recorded in Volume 13302, Page 5198 of the Real Property Records of Travis County, Texas, and also being the most Southerly corner of that certain (80.59 Acre) tract of land as conveyed to Nina Covington, et al. by deed recorded in Volume 5180, Page 688 of the Deed Records of Travis County, Texas and the place of beginning of the herein described tract, from which a 1/2-inch iron rod found at the most Northerly corner of that certain (12.87 Acre) tract of land as conveyed to Marvin Amhamn by deed recorded in Volume 12003, Page 477 of the Real Property Records of Travis County, Texas bears, North 40 degrees 31 minutes 44 seconds East 298.50 feet;

THENCE with the Northwest right-of-way line of Carlson Road, same being a Southeast line of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, South 29 degrees 49 minutes 09 seconds West 1784.44 feet to a 1/2-inch iron rod found at the most Southerly corner of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, same being the East corner of that certain (56.05 Acre) tract of land as conveyed to Leonard E. Anderson by deed recorded in Volume 1449, Page 476 of the Deed Records of Travis County, Texas and defined by Boundary Line Agreement recorded in Volume 13305, Page 2264 of the Real Property Records of Travis County, Texas;

THENCE leaving the Northwest right-of-way line of Carlson Road with the Northeast line of said Anderson (56.05 Acre) Tract, same being the Southwest line of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, as defined by said Boundary Line Agreement, North 60 degrees 19 minutes 32 seconds West 2616.10 feet to a 2 inch iron pipe found at the North corner of said Anderson (56.05 Acre) Tract, same being the East corner of that certain (80.16 Acre) tract of land as conveyed to W.C. Roundtree and wife, Dorothy Anne Roundtree by deed recorded in Volume 12121, Page 172 of the Real Property Records of Travis County, Texas;

THENCE with the Northeast line of said Roundtree (80.16 Acre) Tract, same being the Southwest line of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, North 60 degrees 33 minutes 32 seconds West 2653.35 feet to a calculated point in the Southeast line of that certain (12.0 Acre) tract of land as conveyed to John R. Rowland by deed recorded in Volume 12741, Page 947 of the Real Property Records of Travis County, Texas, for the West corner of the herein described tract, from which a bent 2 inch iron pipe found

in concrete, on the interior of said Rowland (12.0 Acre) Tract, at the West corner of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, same being the North corner of said Roundtree (80.16 Acre) Tract bears, North 60 degrees 33 minutes 32 seconds West 7.21 feet;

THENCE entering the interior of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract with the Southeast line of said Rowland (12.0 Acre) Tract, North 30 degrees 25 minutes 56 seconds East 185.13 feet to a 1/2-inch iron rod found at the East corner of said Rowland (12.0 Acre) Tract, same being the South corner of that certain (12.0 Acre) tract of land as conveyed to Beningo T. Valdez and wife, Irma Valdez by deed recorded in Document No. 2002088232 of the Official Public Records of Travis County, Texas;

THENCE continuing through the interior of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, with the Southeast line of said Valdez (12.0 Acre) Tract, North 30 degrees 29 minutes 47 seconds East 405.66 feet to a 1/2-inch iron rod found at the East corner of said Valdez (12.0 Acre) Tract;

THENCE continuing through the interior of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, with the record Northeast line of said Valdez (12.0 Acre) Tract, North 59 degrees 52 minutes 00 seconds West 7.93 feet to a calculated point in a Northwest line of said Carriage Oaks Estates, Inc., (319.834 Acre) tract;

THENCE leaving the Northeast line of said Valdez (12.0 Acre) Tract, with a Northwest line of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, North 30 degrees 24 minutes 21 seconds East, 1748.94 feet to a 1/2-inch iron rod found at the base of an old wood post in an approximate Northeast line of the Walton, Hill and Walton Survey No. 77, Abstract No. 2326, same being an approximate Southwest line of the Isaac Lindsay Survey No. 67, Abstract No. 476 and an angle corner of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract;

THENCE with a Southwest line of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, North 60 degrees 16 minutes 26 seconds West 135.43 feet to a 1-1/2 inch iron pipe found at the South corner of that certain (76.066 Acre) tract of land as conveyed to Kenneth Schmidt and wife, Irene F. Heine by deed recorded in Document No. 2000083124 of the Official Public Records of Travis County, Texas, from which a 1/2-inch iron rod found for the East corner of said Schmidt (76.066 Acre) Tract bears, North 30 degrees 42 minutes 43 seconds East 3207.19 feet;

THENCE with a Northwest line of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, North 30 degrees 59 minutes 22 seconds East 802.63 feet to a 1/2-inch iron rod found at the North corner of said Carriage Oaks Estates, Inc., (319.834 Acre) Tract, from which a 2 inch iron pipe found at the North corner of that certain (132.18 Acre) tract of land as conveyed to Nina Covington, et al. by deed recorded in Volume 5180, Page 668 of the Deed Records of Travis County, Texas bears, North 30 degrees 59 minutes 45 seconds East 1886.90 feet (direct tie);

THENCE entering the interior of said Carriage Hills Estates, Inc., (319.834 Acre) Tract, South 59 degrees 56 minutes 43 seconds East, passing a calculated point at the South corner of said Covington (132.18 Acre) Tract, same being an exterior angle corner of said Covington (80.59 Acre) Tract, at a distance of 3063.63 feet, continuing along said bearing for a total distance of 3407.83 feet to a 1 inch iron pipe found at an interior angle corner of said Covington (80.59 Acre) Tract, from which a 1-inch iron rod set an Easterly exterior angle corner of said Carriage Oaks Estates, Inc. (319.834 Acre) Tract bears, North 83 degrees 46 minutes East 5.78 feet;

THENCE continuing through the interior of said Carriage Hills Estates, Inc., (319.834 Acre) Tract, with a Northwest line of said Covington (80.59 Acre) Tract, South 31 degrees 07 minutes 37 seconds West 1309.07 feet to a 1 inch hex bolt found at the most Westerly corner of said Covington (80.59 Acre) Tract;

THENCE continuing through the interior of said Carriage Hills Estates, Inc., (319.834 Acre) Tract, with a Northeast line of said Covington (80.59 Acre) Tract, South 59 degrees 52 minutes 35 seconds East 27.44 feet to a 1/2-inch iron rod found at an interior angle corner of said Carriage Hills Estates, Inc., (319.834 Acre) Tract;

THENCE with a Northeast line of said Carriage Hills Estates, Inc., (319.834 Acre) Tract, same being a Southwest line of said Covington (80.59 Acre) Tract, South 59 degrees 52 minutes 35 seconds East 1966.33 feet to the PLACE OF BEGINNING and containing 319.089 Acres of land, more or less.

Tract 3 (TCAD GEO ID 0267900110):

BEING a 56.154 acre tract or parcel of land out of and being a part of the Styles Fowler Survey No. 42, A-302, in Travis County, Texas, and being all of that certain tract said to contain 56.05 acres described in a deed from Lester Anderson to Debbie Lindermann, dated May 7, 2010, recorded in Doc No. 2010065613, Travis County Deed Records. Said tract being a part of that certain 80 acre tract described in a deed from K.T. Williamson, et ux, to Axel Zahr, et ux, recorded in Vol. 1182, Page 460, Travis County Deed Records. Herein described tract or parcel of land being more particularly described by metes and bounds as follows:

BEGINNING at the Northwest corner of the said 80 acre tract, a 1-1/2 inch iron pipe found in the south line of that certain 319.089 acre tract described in a deed from Sarvi, LLC To Yajat, LLC, dated April 22, 2009, recorded in Doc. No. 2009077786, Travis County Deed Records, the northeast corner of that certain 80.16 acre tract described in a deed from Rudolph R. Carlson to W.C. Roundtree, et ux, recorded in Vol. 12121, Page 172, Travis County Deed Records, for the northwest corner of this tract.

THENCE with the south line of the Yajat 319.089 acre tract and north line of the 80 acre tract, S 62 deg. 56 min. 14 sec. E, 2616.10 feet to a 1/2 inch iron rod round where same intersects the west line of Manda-Carlson Road, the southeast corner of the Yajat 319.089 acre tract, for the northeast corner of this tract.

THENCE with the west line of Manda-Carlson Road, S 27 deg. 15 min. 20 sec W, 937.48 feet to a 5/8 inch iron rod found at the northeast corner of that certain 17.667 acre tract described in a deed from Debbie Lindermann to Lester Anderson, dated May 7, 2010, recorded in Doc. No. 2010065612, Travis County Deed Records, for the southeast corner of this tract. Said 17.667 acre tract being a part of that certain 21.59 acre tract described in a deed from the Veterans Land Board of Texas to Howard C Anderson, recorded in Vol. 5275, Page 137, Travis County Deed Records.

THENCE crossing said 80 acre tract with the north line of the 21.59 acre and 17.667 acre tracts, N 62 deg. 50 min. 17 sec W, 2614.92 feet to a 5/8 Inch iron rod found in the west line of the before mentioned Roundtree 80.16 acre tract, the northwest corner of the 21.59 acre and 17.667 acre tracts, for the southwest corner of this tract.

THENCE with the west line of the said 80 acre tract and east line of the Roundtree 80.16 acre tract, N 27 deg. 11 min. 02 sec. E, 932.95 feet to the POINT OF BEGINNING, containing 56.154 acres of land.

Tract 4 (TCAD GEO ID 0259900105):

BEING a 3.942 acre tract or parcel of land out of and being a part of the Styles fowler Survey No. 42, in Travis County, Texas, and being a part of that certain 21.59 acre tract described in a deed from the Veterans Land Board OF Texas to Howard C. Anderson, recorded in Vol. 5275, Page 137, Travis County Deed Records. Herein described tract or parcel of land being more particularly described by metes and bounds as follows:

BEGINNING at the southeast corner of the said 21.59 acre tract, a 5/8 inch iron rod set in the west line of the Manda-Carlson Road and northeast corner of that certain 20 foot strip described in a deed to Mrs. Lucy Rivers, recorded in Vol. 416, Page 301, Travis County Deed Records, for the southeast corner of this tract.

THENCE with the south line of the 21.59 acre tract and north line of the 20 foot strip, N 60 deg. 01 min. 19 sec. W, 940.74 feet to a 5/8 inch iron rod set for the southwest corner of this tract from which the southwest corner of the said 21.59 acre tract, a 5/8 inch iron rod set bears N 60 deg. 01 min. 19 sec. W, 1673.73 feet.

THENCE N 27 deg. 55 min. 59 sec. E, 174.77 feet to a 5/8 inch iron rod set in the center of a driveway for the northwest corner of this tract.

THENCE with the center of said driveway, S 61 deg. 52 min. 57 sec. E, 3391 feet to a 5/8 inch iron rod set; S 60 deg. 14 min. 01 sec. E, 73.28 feet to a 5/8 inch iron rod set S 59 deg. 15 min. 41 sec E, 535.18 feet to a 5/8 inch iron rod set where same intersects the west line of Manda- Carlson Road and east line of the 21.59 acre tract, for the northeast corner of this tract.

THENCE with the west line of said road and east line of the 21.59 acre tract, S 30 deg. 04 min. 18 sec. W, 178.84 feet to the POINT OF BEGINNING, containing 3.942 acres of land.

Tract 5 (TCAD GEO ID 0259900101):

OF A 71.247 ACRE TRACT OF LAND OUT OF THE STYLES J. FOWLER SURVEY NO. 42, ABSTRACT NO. 302 SITUATED IN TRAVIS COUNTY TEXAS, SAID 71.247 ACRE TRACT BEING THAT SAME 71.274 ACRE TRACT OF LAND AS CONVEYED TO BETTY BAUMBACH BY DEED OF DISTRIBUTION BY INDEPENDENT EXECUTOR OF RECORD IN DOCUMENT NO. 2000059548 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; SAID 71.247 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 3/4 iron pipe found in the southerly line of that certain 20 foot wide Right-of-Way of record in Volume 3097, Page 1743 of the Deed Records of Travis County, Texas, being the northeasterly corner of that certain 24.574 acre tract of land conveyed to Patricia J. Hall by deed of record in Volume 12820, Page 850 of the Real Property Records of Travis County, Texas and the northwesterly corner of said 71.274 acre tract of land, for the northwesterly corner hereof;

THENCE, along the southerly line of said 20 wide Right-of-way, being the northerly line of said 71.274 acre tract and The northerly line hereof, S 62°48'28" E a distance of 1915.38 feet to a 1/2 iron rod with cap labeled "Baker-Aicklen, Inc." set in the westerly line of Manda Carlson Road (60' R.O.W.), being the northeasterly corner of said 71.274 acre tract for the northeasterly corner hereof, from which a 5/8" iron rod found for the apparent southeasterly corner of that certain 3.942 acre tract of land conveyed to

Debbie_Lindemann of record in Document No. 2010065611 of said Official Public Records bears, N 31°01'25" E, a distance of 20.27 feet;

THENCE, along the westerly line of Manda Carlson Road, being the easterly line of said 71.274 acre tract for the easterly line hereof S 27° 07' 13" W a distance of 1614.92 feet to a 1/2 iron rod with cap labeled "Baker-Aicklen, Inc." set at the intersection of the northerly line of Sandeen Road (60' R.O.W.) with the westerly line of Manda Carlson Road, being the southeasterly corner of said 71.274 acre tract, for the southeasterly corner hereof;

THENCE, leaving the westerly line of Manda Carlson Road, along the northerly line of Sandeen Road, being the southerly line of said 71.274 acre tract, for the southerly line hereof, N 62° 51' 02" W a distance of 1926.47 feet to a cut-off T-Post for the southeasterly corner of said 24.574 acre tract, being the southwesterly corner of said 71.274 acre tract, for the southwesterly corner hereof;

THENCE, leaving the northerly line of Sandeen Road, along the easterly line of said 24.574 acre tract, being the westerly line of said 71.274 acre tract for the westerly line hereof, N 27° 30' 49" E a distance of 1616.38 feet to the POINT OF BEGINNING hereof and containing 71.247 acres of land.

Tract 6 (TCAD GEO ID 0259900207):

BEING a 78.130 acre tract or parcel of land out of and being a part of the Robert Fletcher Survey No. 69, A-287, in Travis County, Texas, and being all of that certain tract said to contain 78.133 acres described in a deed from Edwin S. Magnuson and wife, Anna Magnuson to Kevin Keshvari, et ux, dated June 5, 1995, recorded in Vol. 12349, Page 2127, Travis County Deed Records. Said tract being a part of that certain 60 acre tract described in a deed from Mrs. Hattie Schiller to Edwin S. Magnuson, et ux, recorded in Vol. 5358, Page 801, Travis County Deed Records. Herein described tract or parcel of land being more particularly described by metes and bounds as follows:

BEGINNING at the southeast corner of the said 80 acre tract, a 5/8 inch iron rod found near a fence corner in the occupied north line of the James P. Kempe Survey No. 27 and north line of that certain 142 acre tract described in a deed from Lester C. Nelson to The Lester C. Nelson Living Trust, recorded in Vol. 11917, Page 243, Travis County Deed Records, the southwest corner of the William Smith Survey No. 39, and that certain 44.19 acre tract described in a deed from Lester C. Nelson to The Lester C. Nelson Living Trust, recorded in Vol. 11917, Page 241, Travis County Deed Records, the southeast corner of the said Robert Fletcher Survey, for the southeast corner of this tract.

THENCE with the south line of the Robert Fletcher Survey and 80 acre tract, the north line of the James P. Kempe Survey and Nelson 142 acre tract, N 62 deg. 30 min. 00 sec. W, 2613.81 feet to a 5/8 inch iron rod found where same intersects the east line of Manda-Carlson Road, for the southwest corner of this tract.

THENCE with the east line of Manda-Carlson Road, N 27 deg. 07 min. 15 sec. E, 1307.87 feet to a 5/8 inch iron rod with aluminum cap found where same intersects the north line of the 80 acre tract, the southwest corner of that certain 23.704 acre tract described as Tract II in a deed from Marjorie Carlson Kerwin, et al to Carl G. Strubbe, et ux, recorded in Vol. 12811, Page 0897, Travis County Deed Records, for the northwest corner of this tract.

THENCE with the north line of the 80 acre tract and south line of the Stubbe 23.704 acre tract, S 62 deg. 15 min. 07 sec, E, 2613.41 feet to a 5/8 inch iron rod found at a fence corner in the east line of the Robert

Fletcher Survey, the west line of the William Smith Survey and that certain 44.57 acre tract described in a deed from Viola Maurine Ekenstam to Carl Carlson, recorded in Doc. No. 200205340, Travis County Deed Records, the southeast corner of the Strubbe 23.704 acre tract and northeast corner of the 80 acre tract for the northeast corner of this tract;

THENCE with the east line of the Robert Fletcher Survey and 80 acre tract, the west line of the Carlson 44.57 acre tract and before mentioned Nelson 44.19 acre tract, S 27 deg. 05 min. 56 sec W, 1296.56 feet to the POINT OF BEGINNING, and containing 78.130 acres of land.

EXHIBIT B

The Development Plan

Proposed Solar Farm

Description:

Comprehensive Project description, including the conceptual or actual location of all infrastructure, facilities, improvements, and incorporated land use plan. (Exhibit B-1)

Project Benchmark Dates:

Construction Commencement:

The PROJECT's physical construction shall commence no later than December 31, 2019.

Final Project Completion:

Project buildout shall be completed no later than December 31, 2020, at such time facilities necessary to generate 120 Megawatts AC or more of capacity shall be fully operational, unless extended in accordance with the Agreement.

Qualifications:

(a) Force Majeure. Construction Commencement and Final Project Completion dates described above shall be extended to the extent of any Force Majeure. The term "Force Majeure" means any cause not reasonably within the control of LANDOWNER, including acts of God, fires, weather events, non-delivery or breakage of machinery, industrial disturbances, counterparty breach, governmental permit refusal or delay, or change in law, court orders or other governmental actions Suniva/SolarWorld Section 201 trade case with the U.S. International Trade Commission, that, in LANDOWNER's sole discretion adversely affect the feasibility of the PROJECT. LANDOWNER shall make reasonable efforts to avoid the adverse impacts of a Force Majeure. If, because of Force Majeure LANDOWNER is delayed in carrying out its obligations under this Agreement or is rendered unable, wholly or in part, to carry out its obligations under this Agreement, then LANDOWNER shall give CITY prompt written notice of the Force Majeure event with reasonable full details concerning it. Upon delivery of such notice, the obligation of LANDOWNER, so far as it is affected by the Force Majeure, shall be suspended during, but not longer than, the continuance of the Force Majeure and the Construction Commencement and Final Project Completion dates described above shall be extended to the extent of the Force Majeure. If LANDOWNER is affected by an event of Force Majeure, LANDOWNER shall diligently use reasonable efforts to remedy the Force Majeure as soon as practical. In any event, should an event of force majeure continue for a period exceeding a continuous three (3) year period, or separate periods within any five (5) year rolling period that, when combined exceed three (3) years, all of which periods shall be calculated upon the date of written notice from the LANDOWNER to the CITY of the start and end date of any such event, the CITY, in its sole discretion, may consider

the LANDOWNER in default of this AGREEMENT by delivery of a copy of a formal resolution authorized and approved by the CITY'S Council declaring the same and thereafter take all actions authorized under this AGREEMENT, including, without limitation, those actions provided under Section 8 of the AGREEMENT.

(b) Branding. LANDOWNER agrees that the PROJECT will be identified by and branded as a "Pflugerville" facility. This provision does not prohibit additional branding, provided that "Pflugerville" is a part thereof. CITY agrees not to identify, brand or make public announcements with respect to the PROJECT without the prior written consent of LANDOWNER.