**FIRST AMENDMENT TO OPTION TO LEASE AGREEMENT**

THIS FIRST AMENDMENT TO OPTION TO LEASE AGREEMENT (this “***First Amendment***”) is effective as of May 20, 2020 (“***Effective Date***”), by and between **NAPA SANITATION DISTRICT,** a California special district (the “***Landlord***”), and **CIEL ET TERRE USA INC,** a Delaware corporation (the “***C&T***” or “***Optionee***”).

**RECITALS**

WHEREAS, Landlord and C&T are parties to that certain Option to Lease Agreement dated June 6, 2018 (the “***Agreement***”) in connection with the option to lease granted by Landlords to C&T on Landlord’s parcel of real estate located in the County of Napa, State of California (the “***Property***”) as such Property is more fully described in the Agreement; and

WHEREAS, the C&T desires to amend the Agreement as set forth herein.

**AGREEMENT**

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

# Incorporation of Recitals. The foregoing recitals are incorporated herein as if set forth in their entirety. The capitalized terms used herein shall have the meanings ascribed to them in the Agreement.

# Amendment to Extension Term. Section 2(b) of the Agreement is hereby deleted in its entirety and the following inserted in lieu thereof:

## “Extension. Provided that Optionee is not in Default under the terms of this Agreement and that Optionee has acted in good faith and in accordance with the timetable attached hereto as Exhibit 3, Optionee shall have the right to extend the Option Term for one period of twelve (12) months, then one period of twelve (12) months, consecutively, in the event and to the extent a planning application or planning appeal or grid interconnection application is pending and, notwithstanding Optionee’s good faith diligence, has not yet been approved or finalized.”

# Miscellaneous.

## Except as hereinabove modified and amended, the Agreement shall remain in full force and effect in accordance with its terms and is hereby ratified and confirmed.

## This First Amendment supersedes any prior representations, offers, negotiations or understandings between the parties with respect to the subject matter hereof.

## This First Amendment may be signed by the parties in counterpart and shall be binding as if signed together. Facsimile or electronic copies of the signed counterparts shall be deemed to be authentic and valid as an original of this First Amendment.

IN WITNESS WHEREOF, the undersigned have executed this First Amendment as of the Effective Date set forth above.

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **LANDLORD:**

**NAPA SANITATION DISTRICT,** a California Special District

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Jill Techel

Chair, Board of Directors

APPROVED AS TO FORM: By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

John Bakker

District Counsel

ATTEST: By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Cheryl Schuh

Secretary, Board of Directors

Date: **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ OPTIONEE**

**CIEL ET TERRE USA INC,** a Delaware corporation

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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