

Hingtgen, Robert J

From: Patrick Brown <patrick.brown@soitec.com>
Sent: Tuesday, September 09, 2014 9:37 AM
To: Fogg, Mindy; Gungle, Ashley
Subject: TDS Recorded Memorandums
Attachments: 4330_001.tif

Please find the recorded memorandums for the TDS project site control. Please delete the previous copies because the signature pages got mixed up.

Thanks,

Patrick Brown | Permitting Manager | Solar Energy Business Unit | Soitec M. +1 619 733 2649
Patrick.Brown@Soitec.com | www.soitec.com | **Soitec** | **16650 Via Esprillo San Diego, CA 92127 (USA)**

This message and any of the attachments may contain proprietary material for the sole use of the intended recipient. Any review or distribution by others is strictly prohibited. If you are not the intended recipient please contact the sender and delete all copies.

From: Brown, Donna M. [mailto:DBrown@firstam.com]
Sent: Monday, September 08, 2014 12:46 PM
To: patrick.brown@soitec.com
Cc: J Brown; Brett Swartzbaugh; Sean Williams
Subject: 505191 & 474346 / Recorded Memorandums

Please see attached copies of the recorded Memo's, I will forward the originals upon receipt.

Regards,

Donna M. Brown
Commercial Escrow Officer
First American Title Insurance Company
National Commercial Services
4380 La Jolla Village Drive, Suite 110
San Diego, CA 92122
Tel: 858.410.3918
dbrown@firstam.com



A First American Company



From: tisc-sa-sndmail01
Sent: Monday, September 08, 2014 9:41 AM
To: Brown, Donna M.
Subject: Attached Image

w

Copy

Recorded at the request of and
When recorded mail to:

Tierra del Sol Solar Farm LLC
c/o Soitec Development LLC
Attn: Brison Ellinghaus
16550 Via Esprillo
San Diego, CA 92127

THE ORIGINAL OF THIS DOCUMENT
WAS RECORDED ON SEP 08, 2014
DOCUMENT NUMBER 2014-0384649
Ernest J. Dronenburg, Jr., COUNTY RECORDER
SAN DIEGO COUNTY RECORDER'S OFFICE
TIME: 8:00 AM

CONFIRM

SPACE ABOVE THIS LINE FOR RECORDER'S USE

**MEMORANDUM OF FIRST AMENDMENT
TO PURCHASE AGREEMENT
AND JOINT ESCROW INSTRUCTIONS**

This MEMORANDUM OF FIRST AMENDMENT TO PURCHASE AGREEMENT AND JOINT ESCROW INSTRUCTIONS (this "**Memorandum of First Amendment**") is made effective as of the date of last signature below, by and between JOSEPH H. BROWN and NORMA J. BROWN, Co-trustees of the Brown Family Trust dated August 17, 2001 (together with its successors and assigns, "**Seller**") and TIERRA DEL SOL SOLAR FARM LLC, a Delaware limited liability company ("**Buyer**") (Seller and Buyer are sometimes referred to as a "**Party**" or collectively as the "**Parties**").

RECITALS

A. The Parties entered into that certain Purchase Agreement and Joint Escrow Instructions dated June 17, 2011, as evidenced by that certain Memorandum of Agreement dated July 14, 2011, which was recorded on December 2, 2011 as Instrument Number 2011-064-7793 in the Official Records of San Diego County, California (collectively the "**Purchase Agreement**").

B. Pursuant to the Purchase Agreement, Seller agreed to sell to Buyer all of Seller's right, title and interest in and to the Property consisting of approximately 292 acres as particularly described on Exhibit A thereto (the "**Property**").

C. The Parties now desire to amend the Purchase Agreement by extending the Term and revising other provisions of the Purchase Agreement.

NOW, THEREFORE, in consideration of the payments and covenants provided in the Purchase Agreement and the First Amendment, the receipt of which is hereby acknowledged, Seller and Buyer do hereby state the following:

1. Term. The Term as stated in the Purchase Agreement, is hereby amended to incorporate the following:

The Extended Term shall commence immediately at the end of the Term and shall continue to and include December 31, 2016 at which time the Extended Term shall expire (the "**Extended Term**").

2. Counterparts. This Memorandum of First Amendment may be executed in counterparts, each of which when executed and delivered shall be an original, and each such counterpart shall, when combined with all other counterparts, constitute one agreement binding on the parties hereto.

3. Authority. The Parties each represent and warrant to each other that the person signing this First Amendment on behalf of Seller and Buyer has the full authority to do so and once signed, this First Amendment shall be a binding legal obligation on Seller and Buyer per its terms.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

Executed as of the date last written below.

SELLER:

BUYER:

JOSEPH H. BROWN, Co-Trustee of the
Brown Family Trust dated August 17, 2001

TIERRA DEL SOL SOLAR FARM
LLC, a Delaware limited liability
company

By: Joseph H. Brown
Its: Co-Trustee
Date: Aug 19, 2014

By: Soitec Solar Development LLC
Its: Sole Member

By: _____
Clark Crawford
Its: Attorney in Fact

NORMA J. BROWN, Co-trustee of the
Brown Family Trust dated August 17, 2001

Date: _____

By: Norma J. Brown
Its: Co-Trustee
Date: Aug 19, 2014

Executed as of the date last written below.

SELLER:

BUYER:

JOSEPH H. BROWN, Co-Trustee of the
Brown Family Trust dated August 17, 2001

TIERRA DEL SOL SOLAR FARM
LLC, a Delaware limited liability
company

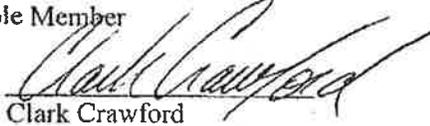
By: _____

By: Soitec Solar Development LLC

Its: _____

Its: Sole Member

Date: _____

By: 

Clark Crawford

NORMA J. BROWN, Co-trustee of the
Brown Family Trust dated August 17, 2001

Its: Attorney in Fact

By: _____

Date: 8/21/14

Its: _____

Date: _____

EXHIBIT "A"

Land Description

Real property in the unincorporated area of the county of San Diego, State of California, described as follows:

APN: 658-120-03-00, 658-090-31-00 and 658-090-55-00

And more particularly:

Lots 17, 18, 19, 20, 21, and 22 of Section 13 Township 18 South, Range 6 East, San Bernardino Meridian, and that portion of Lots 23, 24, and 25 of Section 13, and lots 1, 2, 3 and 4 of Section 24, Township 18 South, Range 6 East, San Bernardino Meridian, California, according to the official plat of the survey of said land on file in the general land office, within the following described metes and bounds:

Beginning at the northwest corner of Lot 23, of said Section and Township; thence south 0 degrees 03 minutes and 0 seconds west along the westerly boundary of said Lot to the southwest corner of Lot 4 of said Section and Township; thence north 84 degrees 45 minutes and 33 seconds along the southerly line of Lots 4, 3 and 2 a distance of 3003.00 feet to a point; thence north 0 degrees 11 minutes and 15 seconds east a distance of 1931.16 feet to the northerly line of Lot 25 of said Section and Township; thence south 84 degrees 30 minutes and 27 seconds west to the point of beginning.

Said property being described as Parcel A in a Certificate of Compliance recorded on January 5, 1995 as instrument no. 95-004751 of official records of San Diego County.

State of California)
)
County of San Diego)

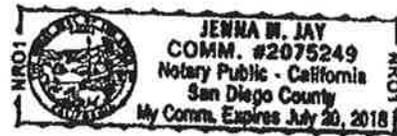
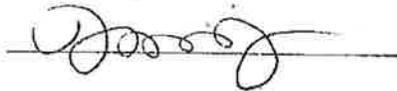
On August 21, 2014, before me, Jenna M. Jay, Notary Public, personally appeared CLARK CRAWFORD who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(Seal)

Signature



lc

Copy

THE ORIGINAL OF THIS DOCUMENT
WAS RECORDED ON SEP 08, 2014
DOCUMENT NUMBER 2014-0384648
Ernest J. Dronenburg, Jr., COUNTY RECORDER
SAN DIEGO COUNTY RECORDER'S OFFICE
TIME: 8:00 AM

Recorded at the request of and
When recorded mail to:

Tierra del Sol Solar Farm LLC
c/o Soitec Development LLC
Attn: Brison Ellinghaus
16550 Via Esprillo
San Diego, CA 92127

Conform

SPACE ABOVE THIS LINE FOR RECORDER'S USE

**MEMORANDUM OF FIRST AMENDMENT
TO PURCHASE AGREEMENT
AND JOINT ESCROW INSTRUCTIONS**

This MEMORANDUM OF FIRST AMENDMENT TO PURCHASE AGREEMENT AND JOINT ESCROW INSTRUCTIONS (this "**Memorandum of First Amendment**") is made effective as of the date of last signature below, by and between JOSEPH H. BROWN, Trustee of Trust A of the Brown & Reynolds Trust dated April 4, 1998 ("**Seller**") and TIERRA DEL SOL SOLAR FARM LLC, a Delaware limited liability company ("**Buyer**") (Seller and Buyer are sometimes referred to as a "**Party**" or collectively as the "**Parties**").

RECITALS

A. The Parties entered into that certain Purchase Agreement and Joint Escrow Instructions dated June 17, 2011, as evidenced by that certain Memorandum of Agreement dated July 14, 2011, which was recorded on December 2, 2011 as Instrument Number 2011-064-7795 in the Official Records of San Diego County, California (collectively the "**Purchase Agreement**").

B. Pursuant to the Purchase Agreement, Seller agreed to sell to Buyer all of Seller's right, title and interest in and to the Property consisting of approximately 132 acres as particularly described on Exhibit A thereto (the "**Property**").

C. The Parties now desire to amend the Purchase Agreement by extending the Term and revising other provisions of the Purchase Agreement.

NOW, THEREFORE, in consideration of the payments and covenants provided in the Purchase Agreement and the First Amendment, the receipt of which is hereby acknowledged, Seller and Buyer do hereby state the following:

1. Term. The Term as stated in the Purchase Agreement, is hereby amended to incorporate the following:

The Extended Term shall commence immediately at the end of the Term and shall continue to and include December 31, 2016 at which time the Extended Term shall expire (the "Extended Term").

2. Counterparts. This Memorandum of First Amendment may be executed in counterparts, each of which when executed and delivered shall be an original, and each such counterpart shall, when combined with all other counterparts, constitute one agreement binding on the parties hereto.

3. Authority. The Parties each represent and warrant to each other that the person signing this First Amendment on behalf of Seller and Buyer has the full authority to do so and once signed, this First Amendment shall be a binding legal obligation on Seller and Buyer per its terms.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

Executed as of the date last signed below.

SELLER:

JOSEPH H. BROWN, Trustee of Trust A of
the Brown & Reynolds Trust dated April 4,
1998

By: _____

Its: _____

Date: _____

BUYER:

TIERRA DEL SOL SOLAR FARM
LLC, a Delaware limited liability
company

By: Soitec Solar Development LLC

Its: Sole Member

By: Clark Crawford
Clark Crawford

Its: Attorney in Fact

Date: 8/21/14

Executed as of the date last signed below.

SELLER:

JOSEPH H. BROWN, Trustee of Trust A of
the Brown & Reynolds Trust dated April 4,
1998

By: Joseph H. Brown

Its: Trustee

Date: Aug. 19, 2014

BUYER:

TIERRA DEL SOL SOLAR FARM
LLC, a Delaware limited liability
company

By: Soitec Solar Development LLC
Its: Sole Member

By: _____

Clark Crawford

Its: Attorney in Fact

Date: _____

EXHIBIT "A"

Land Description

Real property in the unincorporated area of the county of San Diego, State of California, described as follows:

APN Numbers: 658-120-02-00 and 658-090-54-00

And more particularly:

Lots 23, 24, 25, 26 and 27 of Section 13 and lots 1, 2, 3 and 4 of Section 24; all in Township 18 South of Range 6 East of the San Bernardino Meridian, except any Lots or portions of said Lots within the following described metes and bounds:

Beginning at the northwest corner of Lot 23, of said Section and Township; thence south 0 degrees 03 minutes and 0 seconds west along the westerly boundary of said Lot to the southwest corner of Lot 4 of said Section and Township; thence north 84 degrees 45 minutes and 33 seconds along the southerly line of Lots 4, 3 and 2 a distance of 45.50 chains to a point; thence north 0 degrees 11 minutes and 15 seconds east a distance of 29.26 chains to the northerly line of Lot 25 of said section and township; thence south 84 degrees 30 minutes and 27 seconds west to the point of beginning.

Said property being described as Parcel B in a Certificate of Compliance recorded on January 5, 1995 as instrument no. 95-004751 of official records of San Diego County.



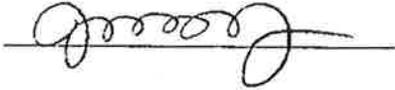
State of California)
)
County of San Diego)

On August 21, 2014, before me, Jenna M. Jay, Notary Public, personally appeared CLARK CRAWFORD who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

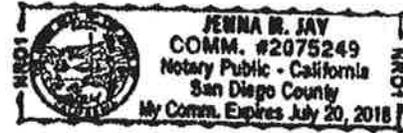
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



(Seal)



Notary Block for Seller:

STATE OF Tennessee)
) ss
COUNTY OF Maury)

On Aug 19, 2014, before me, Claire C. Vann,
personally appeared Joseph H. Brown, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Claire C. Vann

Signature of Notary Public

[SEAL] My Commission Expires: 5-18-15

