

DRYDEN-TOMPKINS SOLAR I, LLC
601 13th Street NW, Suite 450 S., Washington, DC 20005

April 11, 2018

BY EMAIL

Heather McDaniel
Tompkins County IDA
401 E. State St., Suite 402B
Ithaca, New York 14850
heatherm@tcad.org

Re: PILOT Agreement with DRYDEN-TOMPKINS SOLAR I, LLC

Dear Ms. McDaniel,

Dryden-Tompkins Solar I, LLC (“**DTSI**”) entered into certain payment-in-lieu-of-taxes (“**PILOT**”) agreement with the Tompkins County Industrial Development Agency (“**TCIDA**”), which was implemented pursuant to certain agreements by and between DTSI and TCIDA (the “**Transaction Documents**”), including a Sub-Lease Agreement and a Sub-Leaseback Agreement dated February 1, 2018.

Pursuant to an agreement reached by and between SUN8 PDC LLC, the sole member and manager of DTSI, and TGC III NY Holdings, LLC (“**Purchaser**”), Purchaser is acquiring 100% of the membership interest of DTSI. The closing of the purchase and sale is anticipated on or around April 28, 2018.

Purchaser is a Delaware limited liability company, and an affiliate of True Green Capital Management LLC (“**TGC**”). TGC is a specialized energy infrastructure asset management firm based in Westport, Connecticut with several private equity funds under management. In addition, TGC owns and operates a distributed solar power generation portfolio across nine states including Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Tennessee, Idaho and California. Upon closing, the Project would be included in this solar power generation portfolio. TGC’s experience in long-term management of solar facilities will immediately benefit the Tompkins County community. TGC has been an investor in the Project and a partner of SUN8 PDC LLC for some time. I will be available in person to provide further clarifications and information.

It is contemplated that after the existing obligations of SUN8 PDC LLC are satisfied, its operations will be wound up and the entity will be dissolved in accordance with all applicable law.

As is required under Section 6.3 of the Sub-Leaseback Agreement, DTSI hereby requests TCIDA’s written consent to the sale to Purchaser of 100% of the membership rights in DTSI.

Thank you for your timely consideration. Subject to applicable rules and regulations of the TCIDA, we request that the information pertaining to the above-mentioned purchase and sale transaction be held confidential.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bharath". The signature is fluid and cursive, with a long horizontal stroke extending from the end of the name.

Bharath Srinivasan

Cc: Carrie Pollak, Richard Cook of Hancock Estabrook, LLP