

**RESOLUTION APPROVING SOLAR LEASE AND EASEMENT AGREEMENT
FOR PROPOSED SOLAR ENERGY PROJECT**

WHEREAS, the Schertz Seguin Local Government Corporation (“SSLGC”) previously acquired numerous contiguous tracts of land located in Gonzales County in order to obtain production and transportation permits from the Gonzales County Underground Water Conservation District;

WHEREAS, the board of directors has investigated numerous options for the use of the land in order to generate revenue to offset the costs of service to its customers, but to date, the only viable use has been to lease portions of the land for grazing and hunting;

WHEREAS, SSLGC solicited proposals from solar energy development companies to determine if an interest existed in using portions of the property for a solar energy project;

WHEREAS, the proposal received from ELM CREEK ENERGY, LLC (“Elm Creek”), was most favorable to SSLGC and a proposed lease was negotiated;

WHEREAS, the board of directors, in consultation with the management of the Cities of Schertz and Seguin and SSLGC management and professional consultants, finds that approving the attached “Solar Lease and Easement Agreement” is in the Corporation’s best interest;

WHEREAS, the lease of SSLGC property for development of a solar energy project is an incidental use of the primary purpose of the property, that is, to support the groundwater production allowable under the rules of the Gonzales County Groundwater Conservation District.;

WHEREAS, the city councils of the Cities of Schertz and Seguin must approve any lease of SSLGC property; and

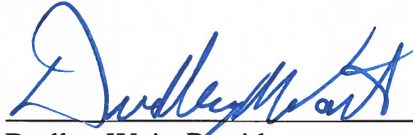
WHEREAS, certain provisions in the attached Solar Lease and Easement Agreement are redacted at the request of Elm Creek to protect information that Elm Creek alleges is confidential trade secrets.

**NOW, THEREFORE, BE IT RESOLVED BY SSLGC’S BOARD OF DIRECTORS
THAT:**

1. SSLGC accepts and approves the terms of the Solar Lease and Easement Agreement attached as Exhibit “A,” including the redacted provisions, and requests that the city councils of the Cities of Schertz and Seguin also approve the lease.
2. The text of the attached Solar Lease and Easement Agreement may be revised, in consultation with SSLGC management and the management of the Cities of Schertz and Seguin, if necessary to obtain the required approvals and to finalize the text prior to signing.

3. After the approval of the Solar Lease and Easement Agreement by the city councils of the Cities of Schertz and Seguin, SSLGC's officers are authorized and directed to sign the execution version of the document on behalf of SSLGC.
4. SSLGC's officers, management, and consultants are authorized and directed to take the actions necessary for SSLGC to timely satisfy its obligations under the lease.

PASSED AND APPROVED THIS 21st DAY OF MAY, 2020.

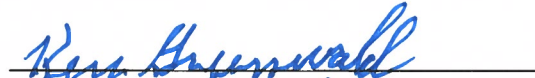


Dudley Wait, President

OR

David Reiley, Vice President

ATTEST:


Ken Greenwald, Secretary

Or

Donna Dodgen, Assistant Secretary