



EXHIBIT

APPROVED
Board of Directors
June 26, 2018

Solaris Energy – Solar Services Agreement

Overview

For nearly a decade, Solaris Energy and its nonprofit partner, The Atmosphere Conservancy, have been providing project finance, project development, and asset management services for low cost solar energy systems serving schools, municipalities, and non-profit organizations. Its customers save money on energy costs while improving the environment and have more money to serve community needs, while its investors typically receive consistent, stable returns.

Solaris Energy, in partnership with Solar Gain, proposes to create a special purpose entity (SPE) named Green Valley Renewable Energy LLC to own, operate and finance the construction of at GVR properties 10 solar arrays totaling 1,360.6 Kilowatts in size.

Solar Gain's goal is to provide first in class service to our customers by designing and installing high quality solar systems at excellent prices that out-perform both our own and our customer's expectations. It is locally owned and operated and committed to building long lasting value-added relationships with its customers. It has been designing and installing commercial and residential solar systems in Tucson and the greater southern Arizona area for over nine years. Combined, Solar Gain has over 40 years' experience in electrical contracting in Tucson.

A formal Services Agreement between Solaris Energy and GVR is proposed. Legal counsel familiar with these types of contracts was retained by GVR to review the proposed services agreement. GVR's legal counsel suggested several improvements to the proposed agreement which were all agreed-to by Solaris Energy.

See the attached *Solar Services Agreement Overview* for more details.

Recommendation

Approve terms of the Solar Services Agreement with Solaris Energy as described in the *Solar Services Agreement Overview*; further, authorize President Crothers to execute the formal Agreement with Solaris Energy.