

2018-013118

Klamath County, Oregon

10/26/2018 03:27:01 PM

Fee: \$107.00

After recording, return to:

HA MERRILL LLC
c/o Hannon Armstrong Capital, LLC
1906 Towne Centre Blvd, Suite 370
Annapolis, MD 21401

Until a change is requested, send all tax statements to:

HA MERRILL LLC
c/o Hannon Armstrong Capital, LLC
1906 Towne Centre Blvd, Suite 370
Annapolis, MD 21401

STATUTORY SPECIAL WARRANTY DEED

HEELSTONE PROPERTIES, LLC, a Delaware limited liability company, having an address at 236 Third Street, Baton Rouge, Louisiana 70801, as grantor ("**Grantor**"), conveys and specially warrants to HA MERRILL LLC, a Delaware limited liability company, as grantee ("**Grantee**"), the real property legally described on Exhibit A attached hereto and incorporated herein, including any and all water rights appurtenant thereto, free of encumbrances created or suffered by the Grantor except as specifically set forth in the attached Exhibit B.

The true and actual consideration for this conveyance is \$840,500.00

BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009, AND SECTIONS 2 TO 7, CHAPTER 8, OREGON LAWS 2010. THIS INSTRUMENT DOES NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY THAT THE UNIT OF LAND BEING TRANSFERRED IS A LAWFULLY ESTABLISHED LOT OR PARCEL, AS DEFINED IN ORS 92.010 OR 215.010, TO VERIFY THE APPROVED USES OF THE LOT OR PARCEL, TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES, AS DEFINED IN ORS 30.930, AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009, AND SECTIONS 2 TO 7, CHAPTER 8, OREGON LAWS 2010.

Dated: October 26, 2018.

GRANTOR:

HEELSTONE PROPERTIES, LLC,
a Delaware limited liability company

By: [Signature]
Name: William B. Owens, Jr
Title: Vice President

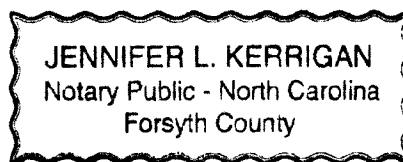
ACKNOWLEDGMENT

STATE OF North Carolina
COUNTY OF Forsyth

On this 16th day of October, 2018, before me, the undersigned officer, personally appeared William B. Owens, Jr., who makes the acknowledgment on behalf of Heelstone Properties, LLC, a Delaware limited liability company, and that he, as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of limited liability company by himself as Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Signature of Notary Public
Notary Public Jennifer L. Kerrigan
My commission expires: 3-19-2019



(Notary Seal)

EXHIBIT A

Legal Description

Parcel 1 of Land Partition LP-10-17, a tract of land situated within Section 2, Township 41 South, Range 10 East, Willamette Meridian, recorded August 30, 2017, as Instrument No. 2017-009768, Klamath County, Oregon.

EXHIBIT B

Permitted Exceptions

1. 2018-2019 Taxes, a lien, not yet due or payable.
2. Regulations, including levies, assessments, water and irrigation rights and easements for ditches and canals of Klamath Irrigation District.
3. Lease Agreement dated August 31, 2017, by and between OR Solar 5A LLC, an Oregon limited liability company, and OR Solar 5, LLC, a Delaware limited liability company, as evidenced by that certain Memorandum of Ground Lease recorded on September 1, 2017, as Instrument No. 2017-009930, Klamath County, Oregon; as affected by the following:
 - a. Assignment of Memorandum of Ground Lease Agreement dated effective November 9, 2017, by and between OR Solar 5A LLC, an Oregon limited liability company, and Heelstone Properties, LLC, a Delaware limited liability company, recorded on November 9, 2017, as Instrument No. 2017-012971, Klamath County, Oregon;
 - b. Assignment of Lease Agreement by and between Heelstone Properties, LLC, a Delaware limited liability company, and HA Merrill LLC, a Delaware limited liability company, to be recorded in the Official Records of Klamath County, Oregon;
 - c. First Amendment to Lease Agreement by and between HA Merrill LLC, a Delaware limited liability company, and OR Solar 5, LLC, a Delaware limited liability company, as evidenced by that certain Memorandum of First Amendment to Lease Agreement and First Amendment to Memorandum of Ground Lease, to be recorded in the Official Records of Klamath County, Oregon; and
 - d. Site Access Agreement dated effective December 5, 2017, by and between OR Solar 5, LLC, a Delaware limited liability company; PV Project Lessee IX, LLC, a Delaware limited liability company; and Firststar Development, LLC, a Delaware limited liability company, recorded on December 7, 2017, as Instrument No. 2017-013951, Klamath County, Oregon.
4. Exclusive Easement dated March 3, 2017, granted by OR Solar 5, LLC, a Delaware limited liability company, in favor of PacifiCorp, an Oregon Corporation, recorded on March 13, 2017, Instrument No. 2017-002585, Klamath County, Oregon.
5. Right-of-Way Easement dated March 6, 2017, granted by OR Solar 5, LLC, a Delaware limited liability company, in favor of PacifiCorp, an Oregon Corporation, recorded on

March 13, 2017, as Instrument No. 2017-002584, Klamath County, Oregon; as corrected by Right-of-Way Easement recorded on October 6, 2017, as Instrument No. 2017-011322, Klamath County, Oregon.

6. Restrictive Covenant Conditional Use Permit dated February 8, 2017, by and between OR Solar 5, LLC, and Klamath County, Oregon, recorded on February 13, 2017, as Instrument No. 2017-001491, Klamath County, Oregon.
7. Ordinance 44.109 issued by the Klamath County Board of Commissioners on October 11, 2016, recorded on October 13, 2016, as Instrument No. 2016-010883, Klamath County, Oregon.
8. Final Order in the Matter of File Number CLUP/ZC 8-15 issued by the Klamath County Board of Commissioners on October 11, 2016, recorded on October 13, 2016, as Instrument No. 2016-010882, Klamath County, Oregon.
9. Easement Right-of-Way dated July 23, 1937, granted by Clifford J. Shuck and wife, Helen L. Shuck, in favor of United States of America, recorded on August 8, 1937, in Volume 111, Page 183, Deed Records, Klamath County, Oregon.
10. Grant of Right-of-Way dated May 31, 1929, granted by Henrietta R. Scoggins in favor of The California Oregon Power Company, recorded on August 10, 1929, in Volume 87, Page 549, Deed Records, Klamath County, Oregon.
11. Right-of-Way Deed dated May 26, 1922, granted by N. S. Merrill in favor of the County of Klamath, State of Oregon, recorded on October 24, 1922, in Volume 59, Page 258, Deed Records, Klamath County, Oregon.
12. Right-of-Way and Easement dated July 29, 1914, granted by N. S. Merrill in favor of the United States of America, recorded on January 13, 1915, in Volume 43, Page 239, Deed Records, Klamath County, Oregon.
13. Acceptance of Terms and Conditions of Reclamation Extension Act dated November 14, 1914, granted by N. S. Merrill in favor of the United State of America, recorded on November 16, 1914, in Volume 43, Page 72, Deed Records, Klamath County, Oregon.
14. Acceptance of Terms and Conditions of Reclamation Extension Act dated November 10, 1914, granted by Henrietta R. Scoggins in favor of the United State of America, recorded on November 11, 1914, in Volume 43, Page 40, Deed Records, Klamath County, Oregon.
15. The following matters disclosed by the Survey (Job No. 2002005348) dated October 23, 2018, last revised on October 24, 2018 prepared by Stantec, Professional Land Surveyor (License No. 79495):
 - a. Overhead Power Service Line
Exhibit B to Statutory Special Warranty Deed (OR Solar 5, LLC)

- b. Set Back Line
 - c. Phone Box and Underground Communication
 - d. Ingress/Egress; Road Crosses Property Line
16. Deed of Trust dated April 17, 2018, by and among OR Solar 5, LLC, a Delaware limited liability company, as Trustor, AmeriTitle, Inc., as Trustee, and Live Oak Banking Company, a North Carolina banking corporation, as Beneficiary, securing the original principal amount of \$12,000,000.00, recorded on April 18, 2018 as Instrument No. 2018-004676 in the Official Records of Klamath County, Oregon.¹

¹ This Deed of Trust is listed on this Exhibit B to reflect the existence of the leasehold Deed of Trust that has been recorded against the Tenant's leasehold interest in and improvements on the property, however the Deed of Trust does not encumber the real property being conveyed in fee to the Purchaser.