

**2018-013121**

**Klamath County, Oregon**

**10/26/2018 03:29:01 PM**

**Fee: \$107.00**

**After recording, return to:**

HA TURKEY HILL 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 TURKEY HILL 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 TURKEY HILL 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 \$982,250.00*

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

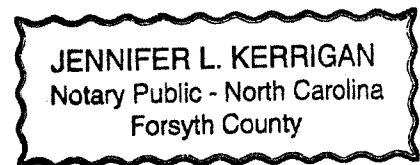
**ACKNOWLEDGMENT**

STATE OF North Carolina  
COUNTY OF Forsyth

On this 16<sup>th</sup> 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**

THE S 1/2 SW 1/4, SECTION 9, TOWNSHIP 41 SOUTH, RANGE 12 EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON.

SAVING AND EXCEPTING THEREFROM THAT PORTION THEREOF CONVEYED TO THE UNITED STATES OF AMERICA BY DEED RECORDED AUGUST 4, 1930 IN BOOK 91 AT PAGE 553, DEED RECORDS OF KLAMATH COUNTY, OREGON.

EXCEPTING THAT PORTION LYING WITHIN THE BOUNDARIES OF USBR 10-D-1 DRAIN.

ALSO SAVING AND EXCEPTING THEREFROM THAT PORTION LYING WITHIN THE BOUNDARIES OF DEMERRITT COUNTY ROAD 1168 AND TURKEY HILL COUNTY ROAD 1167.

## **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. Regulations, including levies, assessments, water and irrigation rights and easements for ditches and canals of Malin Irrigation District.
4. Ground Lease dated November 9, 2017, by and between Heelstone Properties, LLC, a Delaware limited liability company, and OR Solar 3, LLC, a Delaware limited liability company, as evidenced by that certain Memorandum of Ground Lease recorded on November 9, 2017, as Instrument No. 2017-012973, Klamath County, Oregon; as affected by the following:
  - a. Assignment of Lease by and between Heelstone Properties, LLC, a Delaware limited liability company, and HA Turkey Hill LLC, a Delaware limited liability company, to be recorded in the Official Records of Klamath County, Oregon;
  - b. First Amendment to Lease Agreement by and between HA Turkey Hill LLC, a Delaware limited liability company, and OR Solar 3, LLC, a Delaware limited liability company, as evidenced by 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
  - c. Site Access Agreement dated effective December 5, 2017, by and between OR Solar 3, 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. 2017-013950, Klamath County, Oregon.
5. Exclusive Easement dated March 21, 2017, granted by OR Solar 3, LLC, a Delaware limited liability company, in favor of PacifiCorp, an Oregon corporation, recorded on March 28, 2017, as Instrument No. 2017-003203, Klamath County, Oregon; as amended by Amendment to Exclusive Easement dated December 7, 2017, granted by OR Solar 3, LLC, a Delaware limited liability company, in favor of PacifiCorp, an Oregon corporation, recorded on December 14, 2017, as Instrument No. 2017-014183, Klamath County, Oregon.
6. Right-of-Way Easement dated March 21, 2017, granted by OR Solar 3, LLC, a Delaware limited liability company, in favor of PacifiCorp, an Oregon corporation, recorded on

March 28, 2017, as Instrument No. 2017-003202, Klamath County, Oregon.

7. Restrictive Covenant Conditional Use Permit dated December 8, 2016, by and between OR Solar 6A, LLC, and Klamath County, Oregon, recorded on December 15, 2016, as Instrument No. 2016-013376, Klamath County, Oregon; as corrected by Right-of-Way Easement recorded on March 16, 2017, as Instrument No. 2017-002782, Klamath County, Oregon.
8. Ordinance 44.107 issued by the Klamath County Board of Commissioners on February 12, 2016, recorded on February 16, 2016, as Instrument No. 2016-001488, Klamath County, Oregon.
9. Final Order in the Matter of File Number CLUP 6-15 issued by the Klamath County Board of Commissioners on February 12, 2016, recorded on February 16, 2016, as Instrument No. 2016-001487, Klamath County, Oregon.
10. Easement dated June 21, 2011, granted by Henry Hernandez and Kathleen Hernandez, husband and wife, in favor of Albert B. King and Kathy Ann King, husband and wife, recorded on June 29, 2011, as Instrument No. 2011-007779, Klamath County, Oregon.
11. Right-of-Way Deed dated June 13, 1916, granted by Karel Vavricka and wife, Mary Vavricka, in favor of the United States of America, recorded on October 19, 1916, in Volume 46, Page 204, Deed Records, Klamath County, Oregon.
12. Acceptance of Terms and Conditions of Reclamation Extension Act dated October 31, 1914, granted by Karel Vavricka in favor of the United States of America, recorded on November 4, 1914, in Volume 42, Page 615, Deed Records, Klamath County, Oregon.
13. The following matters disclosed by the Survey (Job No. 2002005348) dated October 23, 2018, last revised on October 24, 2018 prepared by Angela E. Dorf, Professional Land Surveyor (License No. 79495):
  - a. Ditch
  - b. Pump House
  - c. Ductile Pipe
  - d. Well Head
  - e. Irrigation Line
  - f. Fence Line
  - g. Driveway
  - h. 60-Foot Right-of-Way
14. Deed of Trust dated April 17, 2018, by and among OR Solar 3, 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 \$15,000,000.00, recorded on April 18, 2018 as Instrument No. 2018-

004673 in the Official Records of Klamath County, Oregon.<sup>1</sup>

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<sup>1</sup> 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.