



Ashwood I Solar, LLC
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Chicago, IL 60654
USA
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January 22, 2021

VIA EMAIL and FEDEX

Kentucky Municipal Energy Agency
Attn: President and CEO
Kentucky Municipal Energy Agency
1700 Eastpoint Parkway, Suite 220
Louisville, KY 40223
Email: dburesh@kymea.org

Re: Notice of Triggering Event and Buyer's Right of First Refusal (ROFR)

To the President and CEO:

This notification is provided pursuant to that certain Agreement for the Purchase and Sale of Renewable Energy and Related Products dated as of August 23, 2018 (Agreement), by and between Ashwood Solar I, LLC (Seller) and Kentucky Municipal Energy Agency (Buyer). Any capitalized terms used herein without definition shall have the meanings assigned to them in the Agreement.

As previously discussed with Buyer, the City Utility Commission of the City of Owensboro, Kentucky (Other Buyer) has terminated its agreement with Seller. Such termination constitutes a Triggering Event under Section 3.2(b) of the Agreement. This letter provides formal notice to Buyer of the Triggering Event.

Buyer, may elect to exercise its ROFR and increase the Contract Capacity, Contract Energy and Delivered Energy to 100% of the Facility Nameplate Capacity by providing written notice to Seller no later than thirty (30) days following receipt of this notification. By February 19, 2021, Seller respectfully requests Buyer send written notification stating whether Buyer chooses to exercise its ROFR. If Buyer does not provide written notice to Seller of Buyer's exercise of its ROFR within this thirty (30) day period, then Buyer shall be deemed to have waived its ROFR rights.

If you have any questions, please do not hesitate to contact Emelia Durdin at emelia.durdin.lamarr@rwe.com, or at +1 (512) 826-4693.

Sincerely,

Ashwood I Solar, LLC

With copies to:
Rubin & Hays
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