

**CONSENT TO ASSIGNMENT  
AND ASSIGNMENT**

THIS AGREEMENT is made among Adams County, located at 4430 S. Adams County Parkway, Brighton, Colorado, 80601, ("Landlord") Clean Energy Collective, LLC ("Assignor"), and Clean Focus Renewables, Inc. ("Assignee").

**BASIS FOR AGREEMENT**

A. WHEREAS, the Landlord and Assignor, entered into a Land Lease Agreement ("Lease") dated December 15, 2016, regarding land at the Front Range Airport; and,

B. WHEREAS, Assignor wishes to assign its interest in the Lease to Assignee, and Assignee wishes to accept assignment of the Lease; and,

C. WHEREAS, under the terms of the Lease, such assignment is subject to approval by Landlord.

NOW, THEREFORE, in consideration of the foregoing facts and the mutual promises set forth below, the parties agree as follows.

**TERMS AND CONDITIONS**

1. Upon the transfer of the membership interests of Tenant from Assignor to Assignee (the "Transfer Date"), Assignee agrees to accept and assume all title, responsibility, liability and interest in, and to abide by all terms and conditions of the Lease. However, Landlord's approval of this assignment shall not release the Assignor from any liability which arose from or in connection with Assignor's use or occupancy of the Leased Premises (as defined in the Lease) prior to the Transfer Date. Assignor and Assignee shall promptly notify Landlord in writing of the Transfer Date.

2. In accordance with Section 5 of the Lease, Landlord hereby grants its approval for the assignment of the Lease.

[Signatures on following page]

ASSIGNOR:

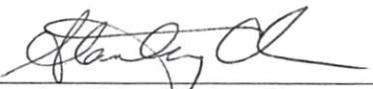
Clean Energy Collective, LLC

By:   
Paul Spencer, CEO

Date: 4/28/17

ASSIGNEE:

Clean Focus Renewables, Inc.

By:   
Stanley Chin, CEO + President

Date: 5/3/2017

CONSENT:

ADAMS COUNTY  
BOARD OF COUNTY COMMISSIONERS

By: \_\_\_\_\_  
Chairperson

Date: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_  
County Attorney's Office