

Date: August 30, 2019

VIA OVERNIGHT DELIVERY

Mr. Fabian Gomez
Superintendent
Water Valley Independent School District
18000 Wildcat Drive
Water Valley, TX 76958
Phone: (325) 484-2478
Email: Fabian.gomez@wvsid.net

Chapter 313 Team
Data Analysis and Transparency Division
Texas Comptroller of Public Accounts
P.O. Box 13528 Capitol Station
Austin TX 78711-3528

RECEIVED
SEP 01 2019
Data Analysis &
Transparency Division

RE: Collateral Assignment of Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes

To Whom It May Concern:

Reference is made to (i) that certain Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes, dated as of July 8, 2019 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Agreement"), by and between the Water Valley Independent School District (the "District") and Aviator Wind, LLC (f/k/a Grape Creek Wind, LLC), a Delaware limited liability company (the "Project Company"), and (ii) that certain Financing Agreement, dated as of the date hereof (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Financing Agreement"), by and among AW Holdings I, LLC, a Delaware limited liability company (the "Borrower" and an indirect owner of the Project Company), the financial institutions from time to time party thereto as lenders and issuers of letters of credit (collectively, the "Lenders"), Santander Bank, N.A., in its capacity as the administrative agent for the Lenders ("Administrative Agent"), Wilmington Trust, National Association, in its capacity as the collateral agent for the Lenders, the Administrative Agent, and Wilmington Trust, National Association, as depositary (collectively, the "Secured Parties") (in such capacity, together with its successors and assigns, the "Collateral Agent"), and the other agents and persons from time to time party thereto, pursuant to which, among other things, the Lenders have committed to extend credit to the Borrower to finance the ownership, development, engineering, construction, testing and operation of the approximately 525-megawatt wind project to be located in Coke County, Texas (the "Project") and owned by the Project Company.

Notice of Collateral Assignment of Water Valley LAVA
(Aviator Wind)

In accordance with Paragraph 10.3.C of the Agreement, the Project Company hereby provides notice to the District and the Texas Comptroller of Public Accounts that the Project Company has collaterally assigned the Agreement to Collateral Agent for the benefit of the Secured Parties, and that Collateral Agent constitutes a “lender” for purposes of Section 10.1.D of the Agreement and is entitled to all rights and privileges of a “lender” under Section 10.1.D of the Agreement. This notice is provided as a condition to the extension of credit to the Borrower on the terms provided in the Financing Agreement and the other financing documents. The name and notice information of Collateral Agent is as follows:

Wilmington Trust, National Association,
as Collateral Agent
1100 North Market Street Wilmington, DE 19890
Attention: Administrator for AW Holdings I, LLC
Fax: 302-636-4149
Email: mmcullen@wilmingtontrust.com

In accordance with Section 10.1 of the Agreement, the Project Company hereby provides notice to the District and the Texas Comptroller of Public Accounts of a change in the Project Company’s address and notice information. The new Project Company address and notice information is as follows:

Aviator Wind, LLC
c/o Ares EIF Management, LLC
Three Charles River Place
63 Kendrick Street, Suite 101
Needham, MA 02494
Attention: Noah Ehrenpreis
Telephone: +1 (781) 292-7017
Email: nehrenpreis@aresmgmt.com

With a copy to:

Apex Wind Asset Management, LLC
c/o Apex Clean Energy, Inc.
310 4th St. N.E., Suite 300
Charlottesville, VA 22902
Attention: General Counsel
Telephone: (434) 282-2112
Facsimile: (434) 220-3712
Email: legal@apexcleanenergy.com

Notice of Collateral Assignment of Water Valley LAVA
(Aviator Wind)

Sincerely yours,

**AVIATOR WIND, LLC (F/KA GRAPE CREEK
WIND, LLC),**
a Delaware limited liability company

By:


Name: Noah Ehrenpreis

Title: Vice President & Secretary



Franchise Tax Account Status

As of : 09/04/2019 11:10:43

This page is valid for most business transactions but is not sufficient for filings with the
Secretary of State

AVIATOR WIND, LLC

Texas Taxpayer Number 32065312137

Mailing Address 310 4TH ST NE STE 200 CHARLOTTESVLE, VA
22902-5299

**Right to Transact Business in
Texas** ACTIVE

State of Formation DE

Effective SOS Registration Date 11/02/2017

Texas SOS File Number 0802852182

Registered Agent Name COGENCY GLOBAL INC.

Registered Office Street Address 1601 ELM ST., SUITE 4360 DALLAS, TX 75201