

MEMORANDUM OF OPTION

THIS MEMORANDUM OF OPTION ("Memorandum of Option") is made and entered into as of January, __, 2023 by and between:

Dale Ford, with an address of 304 Scott Hill Road, Granville, NY 12832 (referred to herein as "Owner")
and

Hawthorn Solar, LLC, a Delaware Limited Liability Company with an address of 2045 Lincoln Highway,
Edison, NJ 08817 (referred to herein as "Operator").

WHEREAS:

A. On the date hereof, the parties have entered into an Option Agreement to lease real property (the "Option Agreement") which by its terms grants Operator an exclusive option to lease property and to obtain certain easements and other rights in order to evaluate the suitability of the property for purposes of the development, construction and operation of a solar photovoltaic electricity generation facility (the "Option"), and further grants to Operator present easements for access on and across certain land which, except for the areas designated as Reserved Property on Exhibit 1 attached hereto, is more particularly described as Target Solar Project Lease Area in **Exhibit 1** attached hereto and incorporated by this reference (the "Property");

B. The term of the Option is for a period beginning on the date hereof and expiring on _____, 202_, unless theretofore exercised;

C. If the Option is exercised by Operator or its successors or assigns by delivering a notice of exercise to the Owner, then Operator or such successors or assigns will have a right to cause Owner to enter into a lease agreement for all or a portion of the Property upon the terms and conditions set forth in the Option Agreement; and

D. The parties desire to enter into this Memorandum of Option which is to be recorded in order that third parties may have notice of the interest of Operator in the Property and of the existence of the Option to enter into a solar rights use easement covering the Property, as set forth in the Option Agreement, and of certain easements and rights granted to Operator in the Property as part of the Option Agreement.

NOW, THEREFORE, in consideration of payments and covenants provided in the Option Agreement to be paid and performed by Operator, Owner hereby grants to Operator that certain exclusive Option to enter into a lease agreement covering the Property on the terms and conditions set forth in the Option Agreement, together with certain present easements to use and enjoy the Property, all as more particularly set forth in the Option Agreement. All of the terms, conditions, provisions, and covenants of the Option Agreement are hereby incorporated into this Memorandum of Option by reference as though fully set forth herein, and the Option Agreement and this Memorandum of Option shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this Memorandum of Option and the Option Agreement; the terms of the Option Agreement shall prevail.

The Option Agreement evidenced by this Memorandum of Option may be exercised by the execution by Operator, or its successors, or assigns of a notice of exercise, whereupon all the easements and rights that are set forth in the Option Agreement shall, if not effective by their terms prior to delivery of such notice, immediately become effective and binding upon the Property and Owner, all successive owners of the Property, and the successors and assigns of Owner, all for the benefit of Operator and its successors and assigns.

[Signature pages follow.]

OWNER

Dale Ford

Name: Dale Ford

Signed, sealed and delivered

This 20th day of January, 2019

in the presence of:

Sarah Amedure

Unofficial Witness

Sarah Amedure

Notarization of Authorized Owner Signature

STATE OF New York)

COUNTY OF Rensselaer)

On the 20th day of January in the year 2023 before me, the undersigned, a Notary Public in and for said State, personally appeared Dale Ford and N/A personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the document.

WITNESS my hand and official seal:

Dana L. Salazar

Notary Public

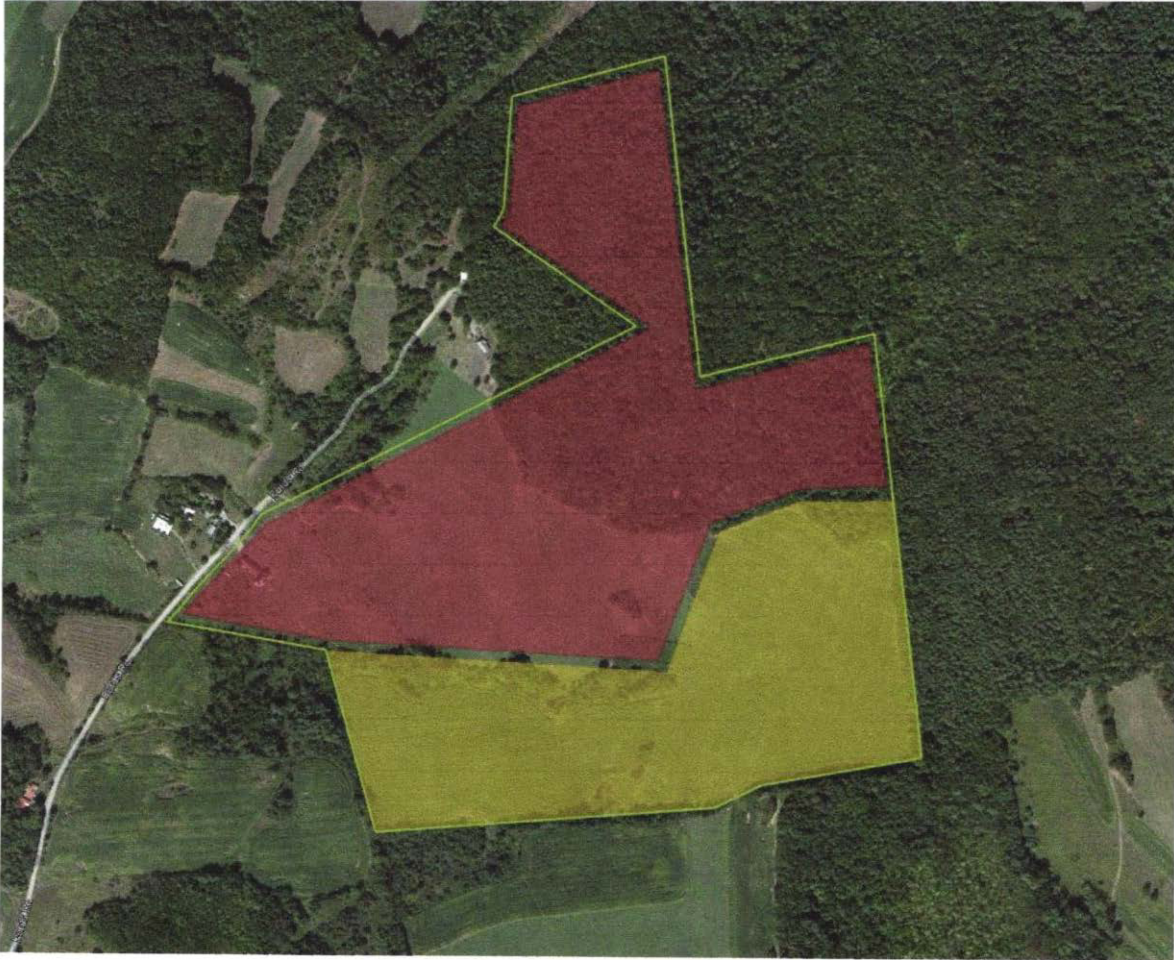
DANA L. SALAZAR
Notary Public, State of New York
Qualified in Rensselaer Co., No. 02SA6183627
Commission Expires: 03-17-2024

Exhibit 1

DESCRIPTION OF PROPERTY

Owner's Property is approximately 140 acres of land in the Town of Hoosick, Rensselaer County, New York listed as Tax Parcel 36.-1-9.2.

Operator has preliminarily identified an approximately 40 acre portion of this tax parcel for development of the Solar Project and required easements.



Property Boundary



Reserved Property



Potential Solar Lease Areas



Operator to define portion of Property in accordance with Exhibit 4 to be utilized for construction and operation of the Solar Facility and any required easements.