

13/001216

**BOARD OF COUNTY COMMISSIONERS
SARPY COUNTY, NEBRASKA**

**RESOLUTION APPROVING SECOND EXTENSION OF TIME TO NEGOTIATE
PURSUANT TO CONTRACT WITH CARBON INFRASTRUCTURE INVESTMENT,
LLC REGARDING LANDFILL GAS COLLECTION SYSTEM**

WHEREAS, pursuant to Neb. Rev Stat §23-104(6)(Reissue 2007), the County has the power to do all acts in relation to the concerns of the County necessary to the exercise of its corporate powers; and,

WHEREAS, pursuant Neb. Rev Stat §23-103)(Reissue 2007), the posers of the County as a body are exercised by the County Board; and,

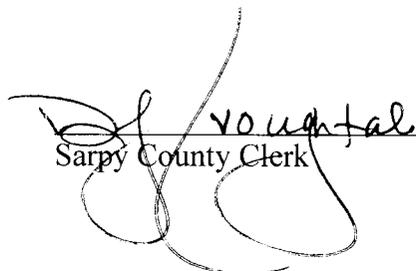
WHEREAS, on April 14, 2009 Sarpy County approved an Agreement with Carbon Infrastructure Investment, LLC (hereinafter "CII") regarding a gas collection system at the Sarpy County Landfill, and has subsequently modified said Agreement; and,

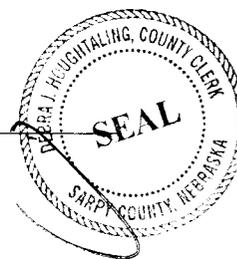
WHEREAS, the Parties to the above-mentioned Agreement had previously agreed to an extension of time to negotiate for the acquisition of the gas collection system installed in the County landfill, but additional time is needed.

NOW, THEREFORE, BE IT RESOLVED by the Sarpy County Board of Commissioners that, pursuant to the statutory authority set forth above, the Chairman of this Board, together with the County Clerk are hereby authorized to execute on behalf of this Board a Second Extension of Time to the Agreement with CII, a copy of said Extension of Time being attached hereto.

The above and foregoing Resolution was duly approved by a vote of the Sarpy County Board of Commissioners at a public meeting duly held in accordance with applicable law on this 27th day of August, 2013.


Chairman, Sarpy County Board


Sarpy County Clerk



SECOND EXTENSION OF TIME

WHEREAS, the County of Sarpy, in the State of Nebraska, a body politic and corporate, (“Sarpy”), and Carbon Infrastructure Investment, LLC (CII), have previously entered into an Agreement for the installation and operation of a Landfill Gas Collection System (“LFGCS”), said Agreement having been entered into by Sarpy and CII on or about May 1, 2009; and,

WHEREAS, CII has given notice to Sarpy of intent to terminate said Agreement pursuant to Section 10(a)(ii) on or about May 10, 2013. Such notice provides Sarpy the exclusive right to negotiate with CII for acquisition of Project Assets for a period of thirty (30) days from CII’s initial notice to Sarpy of a proposed liquidation of assets under section 10(b) of the Agreement; and,

WHEREAS, CII and Sarpy have previously entered into an agreement to extend the exclusive negotiation period, which period ends August 19, 2013.

WHEREAS, in order to continue negotiations in good faith and for the mutual benefit of CII and Sarpy, the parties mutually desire to further extend the negotiation period listed under Agreement section 10(b) for an additional term of forty-five (45) days from the date of August 20, 2013.

NOW, THEREFORE, for and in consideration of the declarations and mutual promises and covenants contained herein, Sarpy and CII agree as follows:

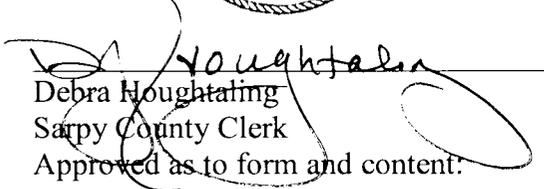
1. That the term of exclusive negotiation under section 10(b) of the Agreement between the parties, the same having previously been entered into by the parties and extended by prior agreement to August 19, 2013 is hereby further extended until Friday October 4, 2013 (the “Second Extension”).
2. All other terms and conditions of said Agreement shall remain unchanged and in full effect.
3. It is hereby agreed that any time between the expiration of the additional thirty (30) day negotiation period ending August 19, 2013 and the mutual execution of this Second Extension shall not be deemed to be a lapse in the application of said Agreement. The Parties expressly agree that the Agreement shall be considered as being operative during any such period of time and shall not be cause for termination of the Agreement nor termination of the ongoing good faith negotiations which this Second Extension of Time is intended to facilitate.

IN WITNESS WHEREOF, we the contracting parties, by our respective and duly authorized agents, hereto affix our signatures and seals in duplicate this 5 day of September, 2013.

(Seal)



ATTEST:


Debra Houghtaling
Sarpy County Clerk
Approved as to form and content:


Deputy County Attorney

COUNTY OF SARPY, NEBRASKA,
A body Politic and Corporate

 8/27/13
Jim Warren, Chair
Sarpy County Board Of Commissioners

Carbon Infrastructure Investment, LLC (CII),
or affiliate thereof,

By: 