

DRAFT ONLY

GENERAL ASSIGNMENT

THIS GENERAL ASSIGNMENT (this “**Assignment**”) is made this ____ day of _____, 2022, but effective as of the 1st day of January, 2022 (the “Effective Date”), by ATLANTIC WIND, LLC, an Oregon limited liability company (“**Assignor**”), to BETHLEHEM AUTHORITY, a municipal authority organized under the laws of the Commonwealth of Pennsylvania (“**Assignee**”).

WHEREAS, Assignor and Assignee were parties to that certain Wind License and Wind Energy Lease Agreement dated and effective as of March 6, 2013 (as the same may have been heretofore amended and/or assigned the “**Lease**”) pertaining to certain real property located in Penn Forest Township, Carbon County, Pennsylvania and Polk Township, Monroe County, Pennsylvania, consisting of approximately 13,799 acres, all as more particularly described in Exhibit “A” to the Lease (the “**Property**”); and

WHEREAS, in connection with the expiration and/or sooner termination of the Lease, Assignor and Assignee intend that Assignor convey to Assignee all of the Conveyed Property Rights (as hereinafter defined).

NOW, THEREFORE, Assignor, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, hereby agrees, with the intent to be legally bound, as follows:

1. Assignor hereby REMISES, RELEASES AND QUITCLAIMS to Assignee all of Assignor’s right, title and interest in and to the following (collectively, the “**Conveyed Property Rights**”), AS IS AND WITH ALL FAULTS, Assignor disclaiming any warranties, express or implied with respect to the Conveyed Property Rights:

(a) all rights relating to Atlantic Wind’s 2018 Zoning Application before the Penn Forest Township’s Zoning Hearing Board and related land use appeals including: Atlantic Wind v. Penn Forest Township Zoning Hearing Board, Carbon County Docket No. 19-416; Bethlehem Authority v. Penn Forest Township Zoning Hearing Board, Carbon County Docket No: 19-417; Atlantic Wind Commonwealth Court Docket Number 20 CD 2021; Bethlehem Authority Commonwealth Court Docket No 252 CD 2021; Atlantic Wind, LLC Commonwealth Court Docket No.: 585 CD 2020, Appeal of Bethlehem Authority Commonwealth Court Docket No. 591 CD 2020;

TO HAVE AND TO HOLD the Conveyed Property Rights unto Assignee and Assignee’s successors and assigns forever.

2. This Assignment shall be binding on Assignor, its successors and assigns, and shall inure to the benefit of Assignee, its successors and assigns.

3. This Assignment is made **WITHOUT RECOURSE**. Furthermore, Assignor assigns the Conveyed Property Rights without any representation or warranty whatsoever.

5. This Assignment may be executed in several counterparts, each of which shall be fully effective as an original and all of which together shall constitute one and the same instrument.

EXECUTED as of the date first above written.

ASSIGNOR: **ATLANTIC WIND, LLC**, an Oregon
limited liability company

By: _____

Name:

Title:

ASSIGNEE: **BETHLEHEM AUTHORITY**

By: _____

Name:

Title:

