

**Resolution of the Membership and Manager of BC&E USA
COLUSA 1 LLC to issue an Option to Purchase
Membership Units to the City of Colusa (the Resolution”)**

Whereas: BC&E USA COLUSA 1 LLC (“BC&E”) has been negotiating with the City of Colusa City Manager, Jesse Cain, for more than a year to strategically partner to bring renewable electric energy to Colusa in sufficient quantity that allows for Colusa to become an independent Utility and provide for the electrical needs of the City of Colusa, as well as providing its biosolids for conversion to the BC&E facility as well as partner with BC&E to enhance the value of Carbon Credits via sequestration on a portion of the City of Colusa’s property.

Whereas: the City of Colusa is considering a proposal from BC&E to enter into a Hybrid Renewable Electrical Energy Power Purchase Agreement (“HREEPPA”) that has considerable benefits to both the City of Colusa and to BC&E. In order to make this proposal both attractive and beneficial to the City of Colusa, and as further consideration of such transaction, the parties have negotiated to provide to the City of Colusa an option (the “Option”) to purchase a 12.5% ownership stake in BC&E for a total consideration of \$1 (legally referred to under California Law as a “membership interest”, or the “Units”), for which the exercise period (the “Exercise Period”) shall commence on the execution of the HREEPPA after the HREEPPA has been duly approved by the City Council of the City of Colusa, and the Exercise Period shall terminate 13 months from said date of execution.

Whereas: BC&E, pursuant to the Operating Agreement of BC&E, and pursuant to California Law, has authorized the issuance of 100,000 Units to the Members of BC&E, and as

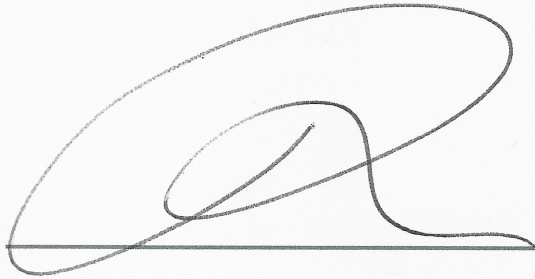
such 100,000 Units currently constitute 100% of the authorized Units of BC&E.

Whereas: This Resolution has been unanimously approved by all of the Members of BC&E pursuant to the Operating Agreement of BC&E.

RESOLVED, that the Membership and Manager of BC&E has hereby authorized and approved this Resolution, and shall authorize and empower the following Robert Norman as Manager, to make, execute, endorse and deliver in the name of and on behalf of the BC&E, but shall not be limited to, any and all written instruments, agreements, documents, execution of deeds, powers of attorney, transfers, assignments, contracts, obligations, certificates and other instruments of whatever nature entered into by BC&E in furtherance of this Resolution and the subject matter contained therein.

FURTHER RESOLVED, that the Members and Manager of BC&E authorize the issuance of the Option as described herein, upon passage by the City Council of Colusa of the resolution to authorize the City Manager to execute and sign the HREEPPA with BC&E as negotiated, and that upon the execution of said HREEPPA, the City of Colusa shall be granted an the Option to purchase 12,500 units of BC&E LLC membership Units for an exercise price of \$1, and upon such exercise during the Exercise Period, if any, the Manager of BC&E shall deliver a Unit Certificate evidencing such 12.5% Membership interest, in the form of 12,500 Units, to the City of Colusa. This Resolution shall replace and supersede any previous resolution, or BC&E LLC action, with respect to the subject matter of this Resolution, and such previous actions or resolutions shall be null and void and of no force or effect.

Signature Page.

 _____, Dated 06/15/23

Robert Norman, Manager and Member, BC&E USA Colusa 1 LLC

