

**RECORDING REQUESTED BY:
COUNTY OF SANTA BARBARA**

WHEN RECORDED RETURN TO:
Morris, Nichols, Arsht, & Tunnell, LLP
1201 North Market Street
Wilmington, Delaware 19899-1347
Attn: Sara H. Ruitter

No Fee per Cal. Gov. Code 6103

SPACE ABOVE THIS LINE FOR RECORDER'S USE

Assessor's Parcel Numbers: 081-150-019, -026, & -042

**FIRST AMENDMENT TO LANDFILL GAS
LEASE AND OPERATING AGREEMENT**

This FIRST AMENDMENT TO LANDFILL GAS LEASE AND OPERATING AGREEMENT is made by and between the COUNTY OF SANTA BARBARA (hereinafter referred to as "COUNTY") and NEO TAJIGUAS, LLC, a Delaware limited liability company (hereinafter referred to as "NEOT"), with reference to the following:

RECITALS

- A. COUNTY and NEOT entered into that certain Landfill Gas Lease and Operating Agreement, dated March 10, 1998, as amended or supplemented from time to time (hereinafter referred to as the "Agreement"), which was recorded at the Santa Barbara County Registry of Deeds on March 19, 1998, as Document No. 98-017423.
- B. NEOT and MM Tajiguas Energy, LLC, a Delaware limited liability company (hereinafter referred to as "Sublessee"), entered into that certain Sublease Agreement dated June 30, 1998 (the "Original Sublease"), which was amended and restated in its entirety when the parties entered into that certain Amended and Restated Sublease, dated May 1, 2008 (the "Amended and Restated Sublease"). The Amended and Restated Sublease was recorded at the Santa Barbara County Registry of Deeds on May 7, 2008, as Document No. 2008-0027047.
- C. As of the even date herewith, NEOT and Sublessee will be entering into that certain First Amendment to Amended and Restated Sublease, to change and correct the legal description of the real property leased and demised thereunder, as shown on Attachment B attached thereto.
- D. COUNTY and NEOT desire to hereby amend and revise the Agreement to change and correct the legal description of the real property leased and demised thereunder, as shown on Exhibit B thereto, consistent with the change and correction to the Amended and Restated Sublease.

NOW, THEREFORE, in consideration of the mutual covenants set forth below, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Revision of Exhibit B. Exhibit B to the Agreement shall be deleted in its entirety and shall be replaced with the new Exhibit B, attached hereto as Attachment 1, and incorporated herein by reference.

2. Ratification. Except as expressly amended and revised herein, the terms and conditions of the Agreement shall remain in full force and effect.

(remainder of page intentionally left blank)

Project: First Amendment to Tajiguas
Gas Lease
Folio: 003600
APN: 081-150-019, -026, & -042
Agent: DG

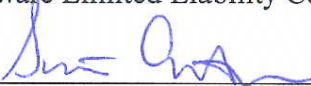
IN WITNESS WHEREOF, COUNTY and NEOT have executed this First Amendment to Landfill Gas Lease and Operating Agreement by the respective authorized officers as set forth below to be effective upon final execution by COUNTY.

"COUNTY"
COUNTY OF SANTA BARBARA

Chair, Board of Supervisors

Date: _____

NEO TAJIGUAS, LLC
a Delaware Limited Liability Company

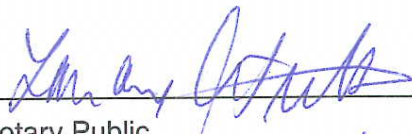


Scott Contino, Vice President

STATE OF NEW YORK

WESTCHESTER COUNTY SS

The foregoing instrument was acknowledged before me, and in my jurisdiction aforesaid on this 24th day of JUNE, 2009, by Scott Contino in his capacity as Vice President of NEO Tajiguas LLC.



Notary Public

My Commission Expires: 7/16/2010

LORRAINE A. TRITTO
Notary Public, State of New York
No. 03-4969555
Qualified in Bronx County
Commission Expires July 16, 2010

EXHIBIT B

Tajiguas Energy
Lease Property Legal Description

14470 Calle Real Road
County of Santa Barbara, California

PARCEL A

Being a portion of the 130.42 acre parcel as shown on the "Amended Record of Survey", recorded September 2, 1998 in Book 149 of Records of Surveys at Pages 53 and 54, in the Official Records of the County of Santa Barbara, State of California;

Commencing at a ½" open iron pipe found on the southerly line of the aforementioned 130.42 acre parcel from which the southeasterly corner of said parcel bears North 90°00'00" East, 1348.71 feet, said pipe also being the northeast corner of that certain parcel conveyed by Grant Deed recorded July 3, 1990 as Instrument No. 90-044339, in the Official Records of the County of Santa Barbara, State of California, said pipe also being the northwest corner of Parcel 3 as shown on the Record of Survey filed in Book 114 at Page 69 in said county, thence along the southerly line of said 130.42 acre parcel South 90°00'00" West, 143.77 feet to the **Point of Beginning**; thence continuing along said southerly line, South 90°00'00" West, 126.23 feet; thence leaving said southerly line North 00°21'38" East, 34.33 feet; thence South 88°23'38" East, 14.30 feet; thence North 87°17'43" East, 110.00 feet; Thence South 02°42'17" East, 39.16 feet to the **Point of Beginning**.

Containing 4,540 square feet or 0.104 acres, more or less.

PARCEL B

A portion of that certain parcel conveyed by Grant Deed recorded July 3, 1990 as Instrument No. 90-044339, in the Official Records of the County of Santa Barbara, State of California more particularly described as follows:

Commencing at a ½" open iron pipe found at the Northeasterly corner of the aforementioned parcel conveyed by Grant Deed as Instrument No. 90-044339, said pipe also being on the southerly line of the aforementioned 130.42 acre parcel, said point also being the Northwest corner of Parcel 3 as shown on the aforementioned Record of Survey in Book 114 at Page 69, thence along the Northerly line of said Grant Deed South 90°00'00" West 143.77 feet to the **Point of Beginning**; thence continuing

EXHIBIT B

(Attachment 1 to First Amendment to Landfill Gas Lease and
Operating Agreement)

1 of 4

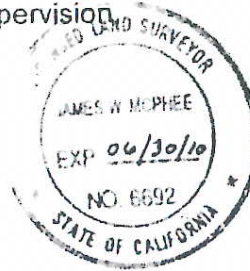
along said northerly line, South 90°00'00" West, 126.23 feet; thence leaving said northerly line, South 00°21'38" West, 6.71 feet; thence South 05°39'51" East, 73.45 feet; thence North 90°00'00" East, 51.70 feet; thence South 77°25'34" East, 53.45 feet; thence North 17°32'56" East, 56.19 feet; thence North 02°42'17" West, 37.91 feet to the **Point of Beginning**

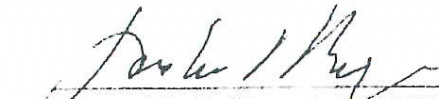
Containing 9,968 square feet or 0.229 acres, more or less.

Containing a total of 14,508 square feet or 0.333 acres more or less.

SURVEYOR'S STATEMENT

I hereby state that I am a Licensed Land Surveyor of the State of California and that this Legal Description and/or Plat was prepared under my supervision.

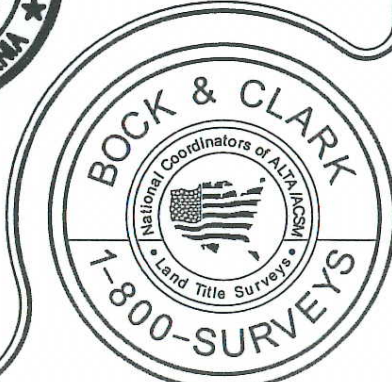
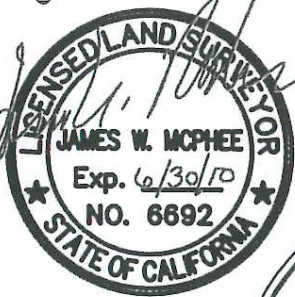
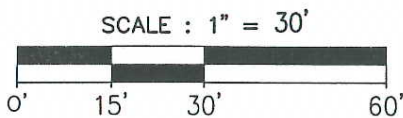
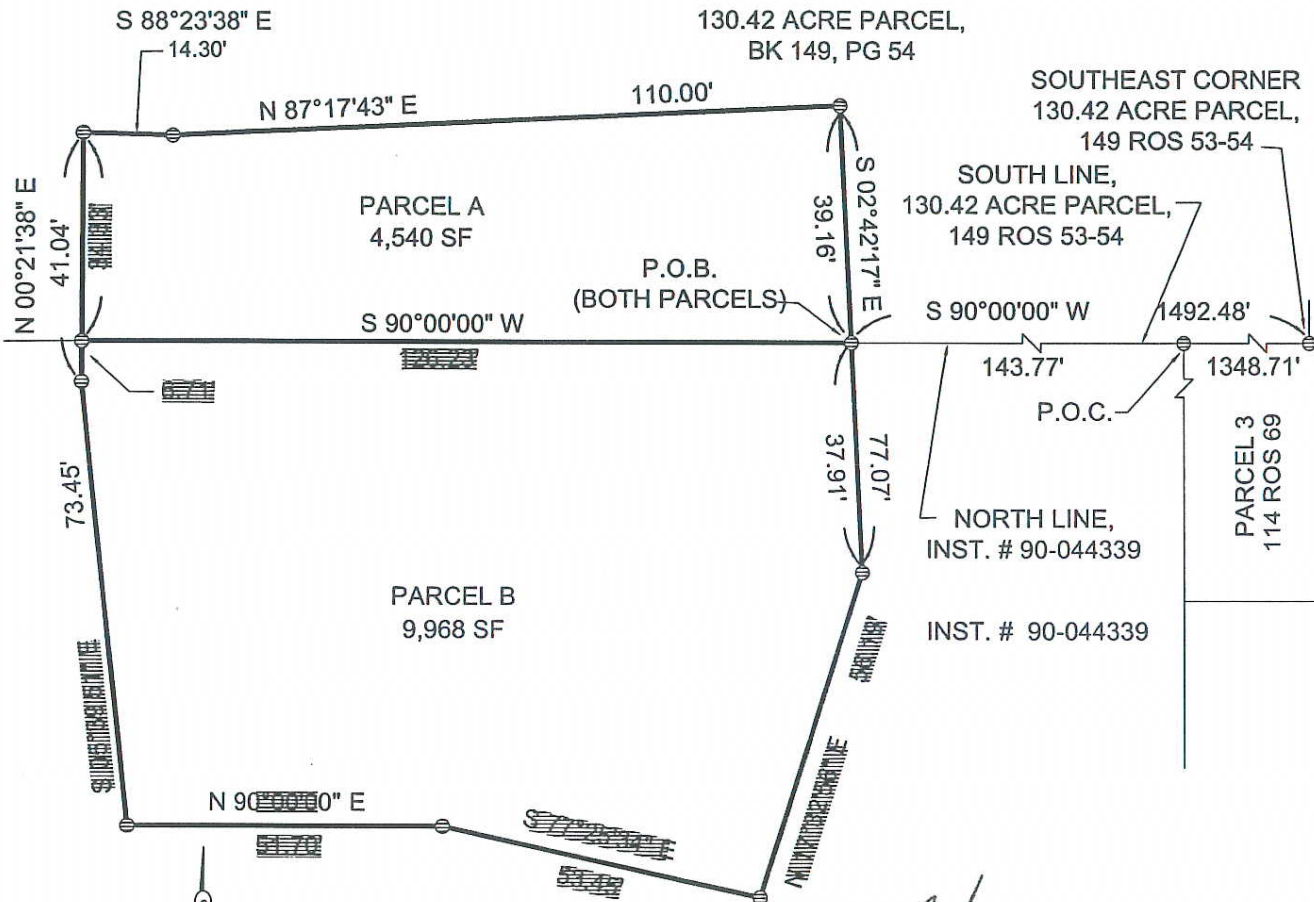



James W. McPhee, L.S. 6692
(Expires 06/30/10)

Dated 12/08/08

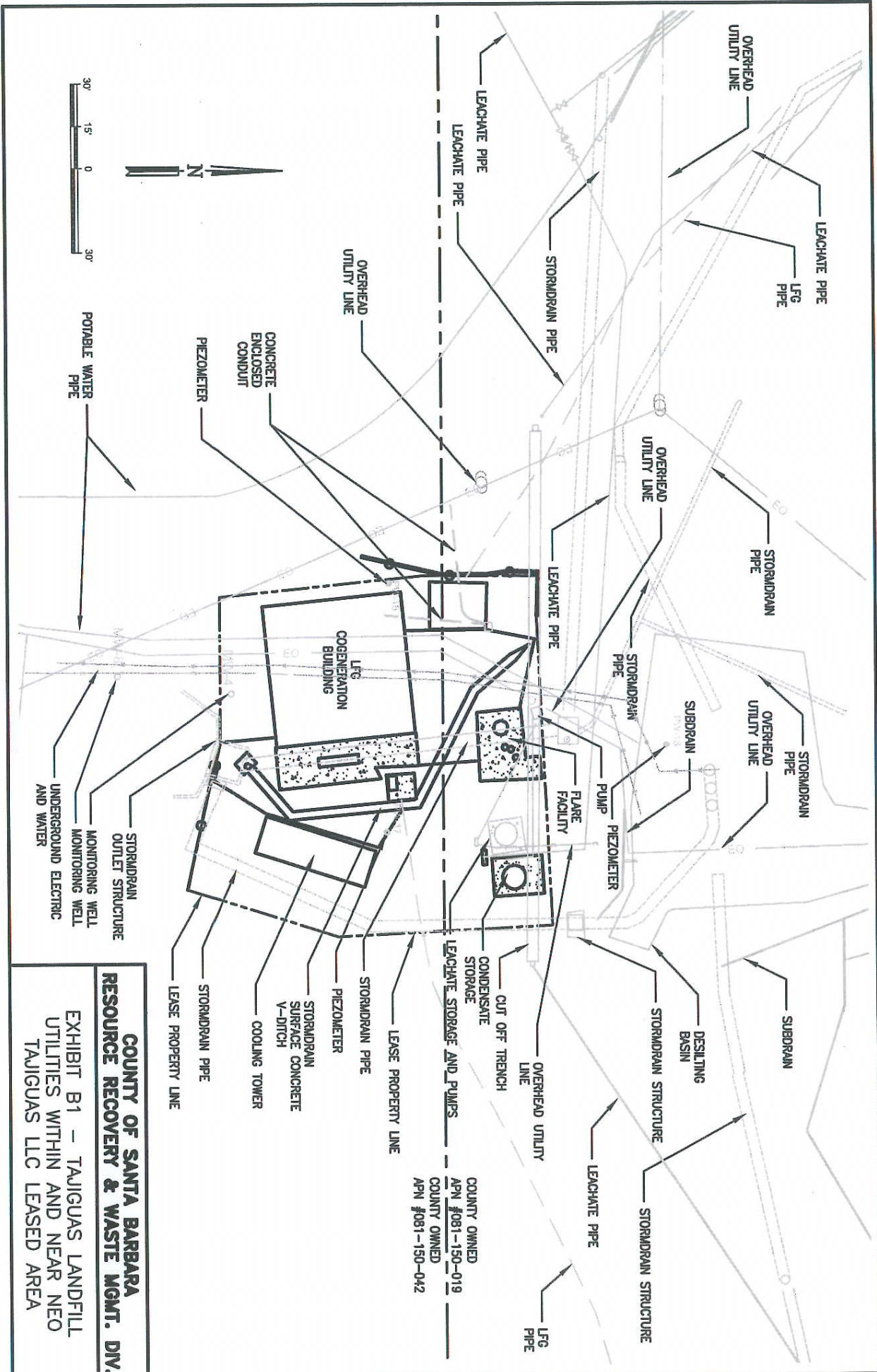
EXHIBIT B

TAJIGUAS ENERGY LEASE PROPERTY 144700 Calle Real Road COUNTY OF SANTA BARBARA, CALIFORNIA



REVISION DATE	PURPOSE	BY
10/27/08	COUNTY SURVEYOR COMMENTS	jwm

3 of 4



COUNTY OWNED
 APN #081-150-019
 COUNTY OWNED
 APN #081-150-042

COUNTY OF SANTA BARBARA
RESOURCE RECOVERY & WASTE MGMT. DIV.
 EXHIBIT B1 - TAJIGUAS LANDFILL
 UTILITIES WITHIN AND NEAR NEO
 TAJIGUAS LLC LEASED AREA

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