



CERTIFICATE OF BLUE SKY UTILITY PORTFOLIO I 2017, LLC

The undersigned authorized person of Blue Sky Utility Portfolio I 2017, LLC (the "Company"), pursuant to Section 6.1(e) of that certain Equity Capital Contribution Agreement (the "Agreement") dated as of November 6, 2017, by and among Blue Sky Utility, LLC, Blue Sky Utility Portfolio 2017 I, LLC, 344 Columbia Associates, LLC and Palm Drive Associates, LLC, does hereby certify as set forth below. Capitalized terms used herein but not defined shall have the meanings given in the Agreement.

1. Attached hereto as Attachment A is a true and correct copy of resolutions duly adopted by the members (the "Authorizing Body") of the Company dated as of November 6, 2017. Such resolutions constitute the only resolutions adopted by the Company's Authorizing Body approving the execution and delivery of the Agreement, the Investment Documents, the Financing Documents and the Project Documents to which Company is a party (as applicable) and the consummation of the transactions contemplated by such agreements, and such resolutions have not been amended, modified or rescinded and are in full force and effect on the date hereof.

2. The following persons are (i) duly elected, qualified and acting members, managers or officers of the Company in the capacity indicated or are otherwise authorized to execute and deliver documents on behalf of the Company for the purpose of binding the Company, and (ii) the signatures set forth after their names and titles are their true and genuine signatures:

Name	Title	Signature
Ran Bujanover	Authorized Signatory	
Barend Venter	Authorized Signatory	

3. Each representation and warranty of the Company set forth in the Agreement, the Investment Documents, the Financing Documents and the Project Documents to which Company is a party (as applicable) was and is true and correct, in each case both as of the date of the applicable documents and as of the date of this Certificate as though made on and as of the Date of this Certificate (or, in each case, if any such representation and warranty is expressly stated to have been made as of a specific date, then, for such representation and warranty, as of such specific date).

4. Company has performed and complied with, in all material respects, all covenants and agreements required by the Agreement, the Investment Documents, the Financing Documents and the Project Documents to which Company is a party (as applicable), in each case, which covenants and agreements were required to be performed or complied with by Company on or before the date of this Certificate.

5. Attached as Attachment B is a true and correct copy of each of the Company's organizational documents (e.g. Articles of Organization or Certificate of Formation and limited liability company operating agreement) each of which are in full force and effect as of the date of this Certificate. The Company is in good standing with its state of organization as of the date of this Certificate. The Company has ordered a certificate of such good standing from its state of organization and will deliver such certificate to Investors no later than November 6, 2017.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of November 6, 2017.


By: 

By: Blue Sky Utility LLC
Name: Ran Bujanover
Title: President

CERTIFICATION OF AUTHORIZED PERSON'S TITLE AND AUTHORITY

I, Barend Venter, CEO of Blue Sky Utility LLC, sole member of the Company, do hereby certify that Ran Bujanover is the duly elected, qualified and acting Signatory of the Company and that the signature set forth above his name is his genuine signature.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of November 6, 2017.

By: 

By: Blue Sky Utility LLC
Name: Barend Venter
Title: CEO

Attachment A
Authorizing Resolutions

RESOLUTION APPROVING AUTHORIZATION FOR EXECUTION OF TAX EQUITY FINANCING

WHEREAS, Blue Sky Utility Portfolio I 2017, LLC wishes to execute the construction and operations of the Winery Solar Project ("Winery Project") and the Hanford Mall Solar Project ("Hanford Project") (collectively "Projects") and securing financing ("Financing") a prerequisite for Projects execution.

WHEREAS, Blue Sky Utility Portfolio I 2017, LLC wishes to enter into the Equity Capital Contribution Agreement (the "Agreement") dated as of November 6, 2017, by and among Blue Sky Utility, LLC, Blue Sky Utility Portfolio I 2017, LLC, 344 Columbia Associates, LLC and Palm Drive Associates, LLC, does hereby certify as set forth below, provided here as Exhibit A.

WHEREAS, as required by the Agreement Blue Sky Utility Portfolio I 2017, LLC is required to authorize and approve the execution, delivery and performance of each Investment Document and Principal Project Document (capitalized terms not defined herein shall have the meaning provided in the Agreement);

NOW, THEREFORE, BE IT RESOLVED, that all Blue Sky Utility Portfolio I 2017, LLC authorizes and approves the execution, delivery and performance of each Investment Document and Principal Project Document for the benefit of the Agreement.

Dated: November 6, 2017



By: Blue Sky Utility LLC
By: Ran Bujanover
Title: President

Attachment B
Organizational Documents

CERTIFICATE OF FORMATION

OF

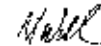
Blue Sky Utility Portfolio I 2017 LLC

State of Delaware
Secretary of State
Division of Corporations
Delaware: 2604203625007
FILED 05/14/2017 05:19:20 PM
SS 2017038324 File Number 1-51756

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

- FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is: Blue Sky Utility Portfolio I 2017 LLC.
- SECOND:** The address of the registered office of the limited liability company in the State of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated.
- THIRD:** The duration of the limited liability company shall be perpetual.
- FOURTH:** The name and address of the member is:
- Blue Sky Utility LLC, 1715 2nd St 200, Napa, California 94550

Executed on June 29, 2017



Business Filings Incorporated,
Authorized Person
Mark Williams, A.V.P.

**Secretary of State****LLC-5****Application to Register a Foreign Limited Liability Company (LLC)****IMPORTANT** — **Read Instructions** before completing this form.Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. **See Instructions.****Filing Fee** — \$70.00**Copy Fees** — First page \$1.00; each attachment page \$0.50;
Certification Fee - \$5.00**Note:** Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.**This Space For Office Use Only****1a. LLC Name** (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)

Blue Sky Utility Portfolio I 2017 LLC

1b. California Alternate Name, If Required (**See Instructions** — Only enter an alternate name if the LLC name in 1a not available in California.)**2. LLC History** (**See Instructions** — Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)**a. Date LLC was formed in home jurisdiction (MM/DD/YYYY)**

6 / 29 / 2017

b. Jurisdiction (State, foreign country or place where this LLC is formed.)

Delaware

c. Authority Statement (Do not alter Authority Statement)

This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.

3. Business Addresses (Enter the **complete** business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)**a. Street Address of Principal Executive Office - Do not enter a P.O. Box**

1715 2nd St, Suite 200

City (no abbreviations)

Napa

State

CA

Zip Code

94559

b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box

1715 2nd St, Suite 200

City (no abbreviations)

Napa

State

CA

Zip Code

94559

c. Mailing Address of Principal Executive Office, if different than item 3a

POBox 5571

City (no abbreviations)

Napa

State

CA

Zip Code

94581

4. Service of Process (Must provide either Individual OR Corporation.)**INDIVIDUAL** — Complete Items 4a and 4b only. Must include agent's full name and California street address.**a. California Agent's First Name** (if agent is **not** a corporation)

Kelly

Middle Name

R.

Last Name

Wallace

Suffix

b. Street Address (if agent is **not** a corporation) - **Do not enter a P.O. Box**

1207 Randolph St

City (no abbreviations)

Napa

State

CA

Zip Code

94559

CORPORATION — Complete Item 4c only. Only include the name of the registered agent Corporation.**c. California Registered Corporate Agent's Name** (if agent is a corporation) — Do not complete Item 4a or 4b**5. Read and Sign Below** (**See Instructions**. Title not required.)

I am authorized to sign on behalf of the foreign LLC.

Signature

Ran Bujanover, Member, Blue Sky Utility LLC,
Type or Print Name

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BLUE SKY UTILITY PORTFOLIO I 2017 LLC"
IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 2017.



6461766 8300

SR# 20176366104

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203350505

Date: 10-05-17