

**Amendment Number 1
to Installment Purchase Contract**

This Amendment Number 1 (this "**Amendment**") is made this ____ day of May, 2023 to that certain Installment Purchase Contract dated as of May 8, 2020 (together with the Equipment Schedule, the Payment Schedule and all exhibits, schedules, addenda, amendments, modifications, riders, and other documents and instruments thereto, the "**Contract**"), between Banc of America Public Capital Corp ("**Lender**") and the County of Chatham, North Carolina ("**County**").

WITNESSETH:

WHEREAS, Lender and the County are parties to the Contract; and

WHEREAS, Lender and the County desire to amend certain provisions of the Contract.

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

1. The Contract is hereby amended by deleting Section 4.4 in its entirety and replacing it with the following:

Section 4.4 Acquisition Period. The County shall expend funds in the Acquisition Fund on the Cost of Acquisition within 45 months from the Funding Date (the "Acquisition Period"). Such Acquisition Period may be extended with the Lender's consent.

2. The County represents, covenants and warrants for the benefit of Lender that (a) the County is continuing to spend the funds in the Acquisition Fund to acquire the Equipment, (b) the County is proceeding with due diligence to complete the acquisition of the Equipment, (c) the County has reasonable plans to spend the remaining funds in the Acquisition Fund to complete the acquisition of the Equipment in relatively short order, and (d) the period of extension of the Acquisition Period that is evidenced by this Amendment reflect the expectations of the County to complete the acquisition of the Equipment on or before the expiration of this extended Acquisition Period.
3. It is the intention of Lender and the County that, upon execution, this Amendment shall constitute a part of the Contract. Except as amended hereby, the Contract shall remain in full force and effect and is in all respects hereby ratified and affirmed. To the extent that the provisions of this Amendment conflict with the provisions of the Contract, the provisions of this Amendment shall control. Capitalized terms not otherwise defined herein shall have the meanings ascribed them in the Contract.

IN WITNESS WHEREOF, the parties, each by its duly authorized officer or agent, have duly executed and delivered this Amendment, which is intended to take effect as a sealed instrument, as of the day and year first written above.

Banc of America Public Capital Corp (Lender)

County of Chatham, North Carolina (County)

By: _____

By: _____

Printed Name: _____

Printed Name: _____

Title: _____

Title: _____