Bill of Sale

For good and valuable consideration of \$0.00, Sunnydale Infrastructure, LLC ("Seller"), does hereby sell, transfer and convey to Wave ("Buyer"), title to those portions of the facilities which are the identified as Buyer's facilities on the "as built" drawings attached hereto as Schedule 1 ("Personal Property"), subject to the terms and provisions hereof.

Seller has executed this Bill of Sale and bargained, sold, transferred, conveyed and assigned the Personal Property and Buyer has accepted this Bill of Sale and is purchasing the Personal Property: AS IS AND WHEREEVER LOCATED, WITH ALL FAULTS AND WITHOUT ANY REPRESENTATIONS OR WARRANTIES OF WHATSOEVER NATURE, EXPRESS, IMPLIED OR STATUTORY, EXCEPT AS EXPRESSLY SET FORTH HEREIN BELOW, IT BEING THE INTENTION OF THE SELLER AND BUYER TO EXPRESSLY NEGATE AND EXCLUDE ALL WARRANTIES WHATSOEVER, INCLUDING BUT NOT LIMITED TO THE IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

Seller hereby assigns all warranties and guaranties relating to the construction of the Personal Property that were given by the independent contractor hired by Seller to construct the Personal Property. As used herein the term "Correction Period" shall mean one (1) year after "Final Completion" (as hereinafter defined). Seller shall, to Buyer's reasonable satisfaction, and provided that such work is not the subject of a warranty or guaranty assigned by Seller to Buyer, re-execute or otherwise remedy any defects in the Personal Property due to faulty workmanship that become apparent during the Correction Period. As used herein, the term "Final Completion" shall mean December 3, 2021.

Dated this 14th day of March 2022.

SELLER

SUNNYDALE INFRASTRUCTURE LLC, a California limited liability company

By: New Grid LLC, Member

By: Mercy Housing Calwest

a California nonprofit public benefit corporation

Its: sole member

By: Kamic Dare
Name: Ramie Dare
Title: Vice President

SCHEDULE 1

As Built Plans entitled:

Sunnydale HOPE SF Phase 1A-1 and 1A-2 Street Improvement Plans Sheets INT2 and INT3

Prepared by: Giacalone Design Services, Inc.



