

FORM OF RELEASE OF ASSESSMENT LIEN

COPACE RELEASE OF ASSESSMENT AND FINANCING LIEN

This Release of Assessment and Financing Lien (“**Release**”), is dated effective as of _____, 20____ (the “**Effective Date**”) by [CAPITAL PROVIDER NAME AND ADDRESS] (“**Capital Provider**”) and the Colorado New Energy Improvement District, whose address is _____, Denver, Colorado _____ (the “**District**”).

RECITALS:

WHEREAS, Capital Provider, the District and [Name of Property Owner] (“**Owner**”) entered into that certain Assessment and Financing Agreement by and among Assignor dated [_____] and recorded [_____] at Reception No. [_____] in the records of the [_____] County Clerk and Recorder’s Office (the “**Records**”) (the “**Assessment Agreement**”) and, in connection therewith, the District approved and recorded the Resolution of the District (the “**Resolution**”) recorded [_____] at Reception No. [_____] of the Records (the “**Resolution**” and together with the Assessment Agreement and all Transaction Documents as defined in the Assessment Agreement, collectively, the “**CoPACE Documents**”); and

WHEREAS, the Assessment Agreement and Resolution constitute a lien (the “**Assessment Lien**”) on the property described in *Exhibit A* hereto (the “**Property**”) pursuant to Colorado Revised Statutes 32-20-101 et seq. (the “**CoPACE Act**”); and

WHEREAS, the Owner has requested to prepay or otherwise pay in full all amounts due under the CoPACE Documents for the purpose of releasing the Assessment Lien on the Property; and

WHEREAS, in connection with Owner’s request to prepay in full the Assessment Lien, the Capital Provider has agreed to accept a payment in full of such amounts due to the Capital Provider under and pursuant to the CoPACE Documents in the amount set forth in the payoff statement provided by the Capital Provider to the District and the District has agreed to process such payoff, together with any payment amounts owned by the Owner to the District, by collecting from the Owner such payoff amounts and processing the release of Assessment Lien (collectively, the “**Payoff Amount**”).

NOW, THEREFORE, in consideration of the payment in full of the Payoff Amount to the District or its designee (including, to the Capital Provider), the District and the Capital Provider hereby FULLY AND ABSOLUTELY RELEASE, CANCEL AND FOREVER DISCHARGE THE ASSESSMENT LIEN AGAINST THE PROPERTY AND THE ASSESSMENT AND FINANCE AGREEMENT, THE RESOLUTION AND ALL COPACE DOCUMENTS and none of the parties thereunder shall have further rights or obligations thereunder. This Release may be executed in multiple counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This Release shall be recorded in the Records.

EXHIBIT A

Property