

ATTACHMENT K
AMENDMENT NO. 1 TO AGREEMENT WITH
CLEAN ENERGY



Amendment to Transaction Confirmation(s)

December 11, 2024

Kings County Area Public Transit Agency

RE: Amendment to Transaction Confirmation(s)

Dear KCAPTA Board,

Clean Energy Renewable Fuels, LLC (“**CERF**”) and [Kings County Area Public Transit Agency] (together with CERF, each a “**Party**” and collectively, the “**Parties**”) have entered into one or more transaction confirmations for the purchase and sale of renewable natural gas (“**RNG**”) and associated environmental attributes. On July 12, 2023, the U.S. Environmental Protection Agency (“**EPA**”) published a final rulemaking known as the Biogas Regulatory Reform Rule, 88 Fed. Reg. 44468 (“**BRRR**”), that makes certain amendments to the regulations governing the U.S. Renewable Fuel Standard Program under the Energy Policy Act of 2005 and the Energy Independence and Security Act of 2007 (“**RFS**”) governing the generation of renewable identification numbers (“**RINs**”) on RNG. Due to the regulatory changes of the BRRR, by their execution of this letter (“**Letter Amendment**”) and as of the date of such execution, the Parties hereby agree to amend the following transaction confirmation(s) in the manner set forth herein:

1. [KCAPTA001-TC03] (as further amended, modified or supplemented from time to time)

(Collectively the “**Transaction Confirmation(s)**”).

Amendments to the Transaction Confirmation(s)

1. Maintaining the Benefits and Burdens of the Transaction Confirmation(s). The Parties acknowledge the changes and modifications to the RFS contained in the BRRR, the impact of which necessitates modifications to the Parties’ obligations under the Transaction Confirmation(s). The Parties hereby modify their respective responsibilities under the Transaction Confirmation(s) only to the extent necessary to comply with the BRRR, in a manner that is least disruptive to the legal and commercial terms of the Transaction Confirmation(s), and in a manner that preserves the original economic bargain and allocation of risks between the Parties as memorialized in the Transaction Confirmation(s), except as otherwise stated in this Letter Amendment.
2. Cooperation. The Parties agree that they shall cooperate with each other, share documentation and provide access to facilities owned or operated by each Party such that RINs can be validly generated under the RFS as amended by the BRRR. Such cooperation shall include, but is not limited to, sharing, completing and assisting the other Party or third parties with product transfer documents, affidavits, reports, records, measurement records, sampling and testing requirements of the RFS as amended by the BRRR.

3. Registration. The Parties acknowledge that the BRRR requires entities owning RNG or biogas on which RINs are generated to register with the EPA under the RFS in accordance with their respective roles. The Parties agree that while CERF shall register with the EPA in accordance with the BRRR, both Parties covenant that they will cooperate with one another to ensure the registration of all entities taking ownership of RNG and biogas used as a feedstock to produce RNG that is the subject of the Transaction Confirmation(s).
4. RIN Generator. The Parties agree that the producer of the RNG that is the subject of the Transaction Confirmation(s) shall be the generator of the RINs on the RNG as required by the RFS as amended by the BRRR.
5. RIN Separation. The Parties acknowledge that assigned RINs (known as “K1 RINs”) may not be separated from RNG and become separated RINs (known as “K2 RINs”) until the RNG is used as a transportation fuel as defined by the RFS. The Parties agree that CERF will separate K1 RINs into K2 RINs when the RNG is withdrawn from the natural gas commercial pipeline system or used or dispensed as transportation fuel at the Station(s) (as defined in the Transaction Confirmation(s)).
6. RIN Generation Rate. The Parties agree that if the Transaction Confirmation(s) establish a “RIN Generation Rate” (as defined in the Transaction Confirmation(s)), (i) the RIN Generation Rate shall equal 11.6935 beginning on January 1, 2025, and (ii) any reference to “11.727” in the formula for RIN Payment (as defined in the Transaction Confirmation(s)) shall be deemed deleted and replaced with “11.6935” beginning on January 1, 2025.
7. Other Necessary Amendments. To the extent not expressly addressed herein and recognizing that guidance and practical custom will be received by the EPA and will be developed by commercial parties during the implementation of the BRRR, the Parties shall without undue delay implement any other or further amendments, modifications, or changes reasonably necessary to conform their performance to the requirements of the BRRR. The Parties agree that if the Transaction Confirmation(s) contain a section titled “Regulatory Hinderance,” the Parties shall conduct their actions in accordance with the Regulatory Hinderance section.

If you are in agreement with the terms of this Letter Amendment, please sign below. This Letter Amendment may be executed in any number of counterparts or by electronic transmission (including pdf or any electronic signature complying with the U.S. federal E-SIGN Act of 2000, e.g., DocuSign or EchoSign), each of which when so executed and delivered shall be deemed an original, and all of which together shall constitute one and the same instrument. The date of your signature below shall be the effective date of this Letter Amendment, and upon which the terms of this Letter Amendment shall become a binding agreement between the Parties.

Very truly yours,

Clean Energy Renewable Fuels, LLC

By: _____
Name: Robert Vreeland
Title: Chief Financial Officer

AGREED AND ACCEPTED:

[Kings County Area Public Transit Agency]

By: _____
Name: Joe Neves
Title: Board Chairman
Date: 12/11/2024