

**AMENDMENT TO OPTION AGREEMENT FOR PROCESSED
VEGETATIVE WASTE BETWEEN INDIAN RIVER COUNTY SOLID
WASTE DISPOSAL DISTRICT AND ALLIANCE BIOENERGY +, INC.**

THIS AMENDMENT TO OPTION AGREEMENT FOR PROCESSED VEGETATIVE WASTE BETWEEN INDIAN RIVER COUNTY SOLID WASTE DISPOSAL DISTRICT AND ALLIANCE BIOENERGY +, INC. ("Amendment") is entered into as of this ____ day of July, 2017, by and between Indian River County Solid Waste Disposal District, a dependent special district of Indian River County, Florida whose address is 1801 27th Street, Vero Beach, Florida, 32960 (the "County"), and Alliance Bioenergy +, Inc., 400 N. Congress Avenue, Suite 130, West Palm Beach, Florida, 33401 ("Alliance Bioenergy"):

RECITALS

WHEREAS, Alliance Bioenergy is pursuing obtaining the former INEOS New Planet Bioenergy, LLC property located at 925 74th Avenue SW, Vero Beach, Florida (the "Property"); and

WHEREAS, if Alliance Bioenergy is able to obtain the Property, Alliance Bioenergy intends on utilizing a portion of the County's processed vegetative waste as part of its business operations; and

WHEREAS, on February 7, 2017, County and Alliance Bioenergy entered into an Option Agreement for Processed Vegetative Waste (the "Agreement"), in which County granted to Alliance Bioenergy the exclusive right and option to a portion of County's processed vegetative waste (the "Option"); and

WHEREAS, under the Agreement, the Option will expire on August 6, 2017; and

WHEREAS, the County and Alliance Bioenergy desire to extend the duration of the Option in order to allow Alliance Bioenergy more time to close on the purchase of the Property;

NOW THEREFORE, in consideration of the mutual undertakings herein and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties agree, as follows:

- 1. Recitals.** The above recitals are true and correct and are incorporated in this Amendment.
- 2. Extension of Option.** The Option set forth in the Agreement shall immediately terminate if Alliance Bioenergy is unable to close on the Property, or within 90 days of the execution of this Amendment, whichever occurs first.
- 3. Remaining Terms and Conditions of Agreement.** Except as amended in this Amendment, the terms and conditions of the Agreement shall remain in full force and

effect. To the extent of any conflict between the terms of this Amendment and the terms of the Agreement, the terms of this Amendment shall control.

IN WITNESS WHEREOF, the Lessor and Lessee have executed this instrument this ____ day of July, 2017.

INDIAN RIVER COUNTY, FLORIDA


By: _____
Joseph E. Flescher, Chairman
Board of County Commissioners

Date Approved: _____

ATTEST: Jeffrey R. Smith
Clerk of the Court and Comptroller

By: _____

Alliance Bioenergy +, Inc.

 **CEO**
By: Daniel De Liege
CEO

APPROVED AS TO FORM

Dylan Reingold, Esq.
County Attorney