

FIRST AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT

THIS FIRST AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, dated as of the February 29, 2024, is by and between the **ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 95 Perry Street, Suite 403, Buffalo, New York 14203 (the "Agency"), **STARK REAL ESTATE HOLDINGS, LLC**, a limited liability company duly organized, validly existing and in good standing under the laws of the State of New York, with offices at 95 Stark Street, Tonawanda, New York 14150 ("Stark RE"), and **STARK COMPRESSION, LLC**, a limited liability company duly organized, validly existing and in good standing under the laws of the State of New York, with offices at 95 Stark Street, Tonawanda, New York 14150 ("Stark Compression" and together with Stark RE, the "Company").

WITNESSETH:

WHEREAS, by Resolution dated June 28, 2023 (the "Resolution"), the Agency authorized the Company to undertake the Project, as defined therein, and to act as its Agent for the purposes of acquiring, constructing and equipping the Project subject to the Company entering into an Agent and Financial Assistance Project Agreement; and

WHEREAS, the Agency and the Stark RE entered into that certain Agent and Financial Assistance Project Agreement, dated as of August 24, 2023, as amended from time to time, (collectively, the "Agent Agreement"), whereby the Agency authorized Stark RE to act as its Agent for the purposes of acquiring, constructing and/or equipping the Facility (as described within the Resolution); and

WHEREAS, consistent with the Resolution, the Company has now requested that the Agency amend the Agent Agreement to also designate Stark Compression as an agent of the Agency with respect to the Project; and

WHEREAS, the Agency requires a First Amendment to Agent Agreement be executed, and the Agency, Stark RE and Stark Compression have agreed to execute the First Amendment to Agent Agreement to reflect the addition of Stark Compression as an Agent of the Agency.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

The Agent Agreement is amended as follows:

1. Stark RE and the Agency hereby amend the Agent Agreement to add Stark Compression as a party hereto.

2. The addition of Stark Compression shall be included within the definition of the term "Company" such that the term "Company" shall mean Stark RE and Stark Compression, collectively.

3. An additional Schedule A, Schedule B, Schedule C, Exhibit A, Exhibit B-1, Exhibit B-2, Exhibit B-3, Exhibit C, Exhibit D, Exhibit E and Exhibit F are attached hereto, and shall be made part of, and incorporated into, the Agent Agreement with reference to Stark Compression.

4. Unless otherwise amended pursuant to the terms contained herein, the terms of the Agent Agreement shall remain unchanged.

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[Signature Page to First Amendment to Agent and Financial Assistance Project Agreement]

IN WITNESS WHEREOF, the Agency and the Company have caused this First Amendment to Agent and Financial Assistance Project Agreement to be executed in their respective names, all as of the date first above written.

**ERIE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: 
Name: Elizabeth A. O'Keefe
Title: Vice President of Operations

STARK REAL ESTATE HOLDINGS, LLC

By: 
Name: Timothy Geiger
Title: Chief Executive Officer

STARK COMPRESSION, LLC

By: 
Name: Timothy Geiger
Title: Chief Executive Officer