

EXHIBIT E

FORM OF DEED OF SALE

THIS DEED OF SALE (this “Deed of Sale”) is entered into effective as of September [28] 2017, by the **ALBEMARLE COUNTY SCHOOL BOARD**, a body politic of the Commonwealth of Virginia, as seller (the “School Board”) in favor of the **VIRGINIA SAVES GREEN COMMUNITY PROGRAM, INC.**, a Virginia nonstock corporation, as purchaser (“VA SAVES”).

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, the School Board does hereby transfer, convey, set over and deliver to VA SAVES, all of School Board’s right, title and interest in and to the following property (the “Equipment”):

Energy savings equipment and improvements listed in [Schedule 1 and the Appendices] of the [Energy Savings Contract] dated as of September [__], 2017, between the Albemarle County School Board and Ameresco, Inc. (the “Energy Savings Contract”), as well as any property acquired using the proceeds of the Financing Lease, dated September [28], 2017, between VA SAVES, as lessor, and the School Board, as lessee, as modified, altered, amended or supplemented in accordance with the terms thereof, including any property now existing or hereafter acquired including all replacement parts, additions, repairs, modifications, improvements, attachments and accessories thereto, and all substitutions, replacements or exchanges therefor.

Such right, title and interest in the Equipment now existing or hereafter acquired shall include the rights of the School Board to acquire the Equipment pursuant to the Energy Savings Contract.

The School Board hereby represents and warrants that such Equipment is free and clear of any liens, security interests and encumbrances created by the School Board.

This Deed of Sale and the rights of the parties under it will be governed by and construed in all respects in accordance with the laws of the Commonwealth of Virginia, without regard to the conflicts of laws principles of such state.

[Signature Page Follows]

IN WITNESS WHEREOF, the School Board has caused this Deed of Sale to be executed effective as of the date first written above.

SELLER:

ALBEMARLE COUNTY SCHOOL BOARD

By: _____

Name: _____

Title: _____