

**FIRST ADDENDUM TO
MASTER SOLAR POWER PURCHASE AND SALE AGREEMENT**

This **FIRST ADDENDUM TO MASTER SOLAR POWER PURCHASE AND SALE AGREEMENT** (this "First Addendum") is made and entered into between the **LANCASTER POWER AUTHORITY**, a joint powers authority ("LPA"), and **US TOPCO ENERGY, INC.**, a California corporation ("Topco"), as of _____, 2013, and is fully incorporated into and made a part of that certain Master Solar Power Purchase and Sale Agreement dated as of June 28, 2011, by and between the LPA and Topco (the "Master Agreement"). Capitalized terms not otherwise defined in this First Addendum shall have the meanings set forth in the Master Agreement.

1. Renewable Generating Facility Site Control. The Parties have mutually identified, located and agreed to the Renewable Generating Facility Sites identified and described on the Schedule of Renewable Generating Facility Sites that is attached to the Master Agreement as Attachment No. 1. The Parties will enter into the 20-year Renewable Generating Facility Site Ground Lease ("Ground Lease Agreement") with respect to the particular Renewable Generating Facility Site listed on the Schedule of Renewable Generating Facility Sites and in accordance with the material terms of the Ground Lease Agreement as stated in the Master Agreement Sections 200-204 unless the California Department of Finance fails to approve a long-range Property Management Plan that has been adopted by the Successor Agency to the Lancaster Redevelopment Agency and that allows the disposition of such Renewable Generating Facility Site to Topco by the Ground Lease Agreement pursuant to the terms and conditions set forth in the Master Agreement, or as such terms and conditions are modified by mutual agreement of both Parties.

2. Right of First Refusal. The LPA grants to Topco an exclusive right of first refusal to lease each Renewable Generating Facility Site identified and described on the Schedule of Renewable Generating Facility Sites, subject to Section 1 of this First Addendum and subject to the terms and conditions set forth in the Master Agreement, or as such terms and conditions are modified by mutual agreement of both Parties.

3. Effect of First Addendum. This First Addendum shall supplement the Master Agreement and, more specifically, confirm the material terms of the Ground Lease Agreement; provided, however, that in the event any term, condition and/or provision of this Addendum conflicts with any term, condition and/or provision of the Master Agreement, the term, condition and/or provision of this First Addendum shall control.

[Signatures begin on next page]

IN WITNESS WHEREOF, the LPA and Topco have executed this First Addendum as of the date and year first set forth above.

LPA:

LANCASTER POWER AUTHORITY,
a joint powers authority

By: _____
Mark Bozigian
Executive Director

ATTEST:

Secretary

APPROVED AS TO FORM:

Legal Counsel

TOPCO:

US TOPCO ENERGY, INC.,
A California corporation

By: _____
Oscar Chang
Chairman