

**AMENDMENT NO. 2 TO THE OPTION TO LEASE AGREEMENT/GROUND LEASE
BETWEEN THE LANCASTER POWER AUTHORITY AND PSOMASFMG, LLC**

This Amendment No. 2 to the Option to Lease Agreement ("Amendment") is entered into this 12th day of February, 2013, by and between the Lancaster Power Authority, a joint powers authority ("LPA"), and PsomasFMG, LLC, a Delaware limited liability company ("PsomasFMG"), with respect to that certain two (2) year Option to Lease Agreement ("Option") between the parties dated December 13, 2011.

The parties agree as follows:

1. The minimum payment the LPA will receive for the Ground Lease, once the generation facility is constructed, is \$2,150.00 an acre based on the market rent appraisal. If the market rent appraisal is greater, then LPA staff will negotiate a fair market rent for the property.
2. All of the terms and provisions of the Option to Lease Agreement/Ground Lease are hereby reaffirmed.

IN WITNESS WHEREOF, the LPA and PsomasFMG have executed this Amendment to the Option to Lease Agreement/Ground Lease as of the date first set forth above.

PsomasFMG

PsomasFMG, LLC. a Delaware limited liability company

By: _____ Date: _____

Title: _____

LPA

Lancaster Power Authority, a joint powers authority

By: _____ Date: _____

Mark V. Bozigian, Executive Director

ATTEST: _____

Geri K. Bryan, Secretary

Approved as to Form:

By: _____

David R. McEwen, Legal Counsel

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) ss

On _____, before me, _____, a Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) ss

On _____, before me, _____, a Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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Notary Public

AVENUE K

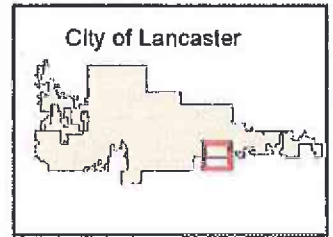
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Company

 Psomas FMG

Parcels





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