

First Amendment to Net Metering Credit Purchase Agreement

This First Amendment to Net Metering Credit Agreement (this "Amendment") is entered into as of the 27 day February 2017 by and between Energy Development Partners LLC, a Rhode Island limited liability company ("Seller"), and, The City of Central Falls ("Customer").

Recitals

- A. Seller and Customer are parties to that certain Solar Net Metering Credit Agreement dated as of June 9, 2016 (the "Agreement").
- B. Seller, Customer desire to amend the Agreement to increase the output capacity of the Agreement
- C. Seller and Customer agree to amend Exhibits C to revise the Projected Net Metering Credits allocation and amend Exhibit D to revise the location of the Solar Facility.

Agreement

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller and Customer agree as follows:

1. Amendments. The Agreement is hereby amended as follows:
 - a. Exhibit C of the Agreement is amended as attached to this Amendment.
 - b. Exhibit D of the Agreement is amended as attached to this Amendment.
2. Effect on Agreement. Except as expressly amended by this Amendment, all terms of the Agreement remain unmodified and in full force and effect.
3. Counterparts; Facsimile. This Amendment may be executed in counterparts, all of which, when taken together, shall constitute one and the same instrument. Facsimile signatures shall have the same force and effect as original signatures.

[signatures follow]

IN WITNESS WHEREOF, and intending to be legally bound, the parties hereto subscribe their names to this First Amendment to Net Metering Credit Agreement by their duly authorized representatives on the date first above written.

Seller:

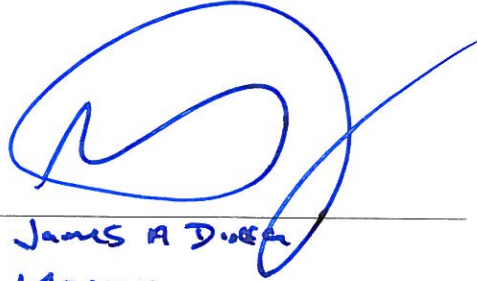
Customer:

Energy Development Partners, LLC

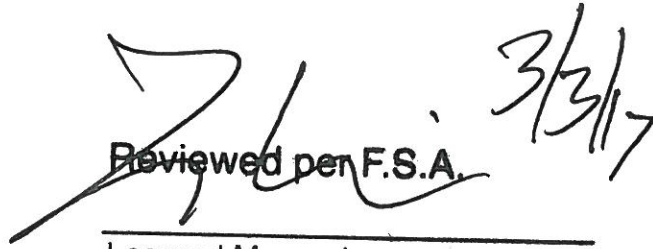
The City of Central Falls, Rhode Island



By:
Name: Frank A. Epps
Title: Manager



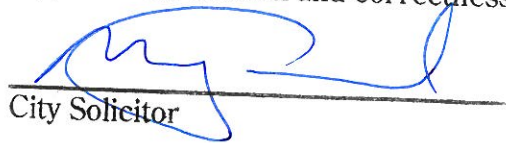
By: _____
Name: James A D.
Title: Mayor



Reviewed per F.S.A.

Leonard Morganis
Administration & Finance Officer

Approved as to form and correctness



City Solicitor

**EXHIBIT C – Amended
Projected Net Metering Credits**

Central Falls - City & Schools

4,339,665

NM Credits	% Output	% Load
4,339,665	64%	100.0%
4,317,967	64%	99.5%
4,296,377	64%	99.0%
4,274,895	64%	98.5%
4,253,520	64%	98.0%
4,232,253	64%	97.5%
4,211,092	64%	97.0%
4,190,036	64%	96.6%
4,169,086	64%	96.1%
4,148,241	64%	95.6%
4,127,499	64%	95.1%
4,106,862	64%	94.6%
4,086,328	64%	94.2%
4,065,896	64%	93.7%
4,045,566	64%	93.2%
4,025,339	64%	92.8%
4,005,212	64%	92.3%
3,985,186	64%	91.8%
3,965,260	64%	91.4%
3,945,434	64%	90.9%
3,925,706	64%	90.5%
3,906,078	64%	90.0%
3,886,548	64%	89.6%
3,867,115	64%	89.1%
3,847,779	64%	88.7%