

Compass Circle Solar, LLC

July 5, 2016

City Solicitor
City of Central Falls
580 Broad Street
Central Falls, RI 02863

Re: Change of Control – Compass Circle Solar, LLC

Dear Sir or Madam:

Reference is made to that certain Net Metering Credit Sales Agreement by and between Compass Circle Solar, LLC, assignee of Energy Development Partners, LLC (“Compass Solar”), as seller, and the City of Central Falls, a municipal corporation in the State of Rhode Island (“Central Falls”), as buyer, (the “Agreement”).

The membership interests of Compass Solar presently owned by Energy Development Partners, LLC, a Rhode Island limited liability company (“EDP”) are proposed to be transferred to an affiliate of True Green Capital Management, LLC , a Connecticut limited liability company (“TGC”). While the Agreement does not require that Central Falls consent to such a transaction, Compass Solar nevertheless hereby respectfully requests that Central Falls consent to the aforementioned transfer. Please confirm such consent by signing this letter in the space indicated below and returning it to me as soon as possible.

Very truly yours,

Compass Circle Solar, LLC

Maarten Reidel, Co-Manager

Frank A. Epps, Co-Manager

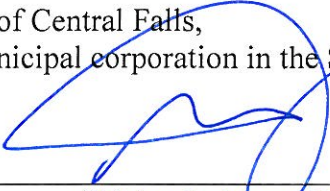
(Consent Signature Appears on Following Page)

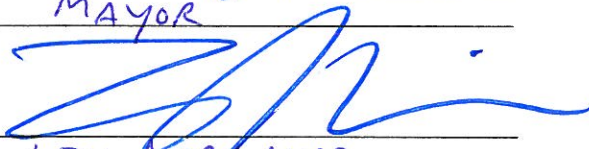
Page 2


City Solicitor
City of Central Falls
580 Broad Street
Central Falls, RI 02863

ACKNOWLEDGED, AGREED AND CONSENTED TO BY:

City of Central Falls,
a municipal corporation in the State of Rhode Island

By: 
Name: JAMES DIGOSSA
Its: MAYOR

By: 
Name: LEN MORGANIS
Its: ADMINISTRATIVE / FINANCE OFFICER

By: 
Name: MATT JEREZYNK
Its: CITY SOLICITOR

ASSIGNMENT OF NET METERING CREDIT SALES AGREEMENT

This **ASSIGNMENT OF NET METERING CREDIT SALES AGREEMENT** is made as of the ___ day of July, 2016 (the “**Assignment**”), by and between **ENERGY DEVELOPMENT PARTNERS, LLC**, a Rhode Island limited liability company, having an address of 260 West Exchange Street, Suite 102A, Providence, RI 02903 (“**Assignor**”), and **COMPASS CIRCLE SOLAR, LLC**, a Rhode Island limited liability company, with an address of 260 West Exchange Street, Suite 102A, Providence, RI 02903 (“**Assignee**”).

WITNESSETH:

WHEREAS, Assignor, as seller, entered into that certain Net Metering Credit Sales Agreement dated as of May, 2016 (the “**Agreement**”) with the City of Central Falls, a municipal corporation in the State of Rhode Island, as buyer, pursuant to which Assignor agreed to sell and deliver to buyer net metering credits generated by solar energy facilities more particularly described in the Agreement; and

WHEREAS, Assignor wishes to assign to Assignee its interest in the Agreement.

NOW THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, Assignor and Assignee hereby agree as follows:

1. Assignor does hereby assign, transfer, set over and deliver to Assignee, effective as of the date hereof, all of Assignor’s right, title and interest in and to the Agreement.
2. Assignee hereby accepts this Assignment and hereby agrees to assume and perform each and every covenant, obligation and duty of Assignor under the Agreement.
3. This Assignment shall be binding upon, and inure to the benefit of, the parties to this Assignment, and their respective heirs, legal representatives, successors and assigns.
4. Except as amended herein, the Agreement shall remain in full force and effect and the parties hereto ratify and reconfirm the Agreement. From and after the effective date of this Assignment, Assignor shall have no rights or obligations under the Agreement except for rights and obligations accruing prior to the effective date of this Assignment.
5. This Assignment may be executed in any number of counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute one agreement. To facilitate execution of this Assignment, the parties may execute and exchange counterparts of the signature pages by facsimile and/or electronic mail, and such facsimile and/or electronic mail counterparts shall serve as originals.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment of Net Metering Credit Sales Agreement as of the date first written above.

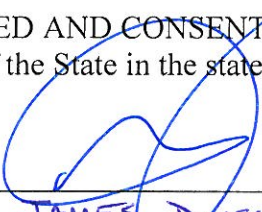
ASSIGNOR:
ENERGY DEVELOPMENT PARTNERS,
LLC, a Rhode Island limited liability company

Name: Maarten Reidel
Title: Manager


ASSIGNEE:
COMPASS CIRCLE SOLAR, LLC
By:
Name: Maarten Reidel, Co-Manager

By:
Name: Frank A. Epps, Co-Manager

AGREED AND CONSENTED TO BY: City of Central Falls, a municipal corporation in the state of the State in the state of Rhode Island

By: 
Name: JAMES D. DOSSA
Its: MAYOR

By: _____
Name: LEN MORGANIS
Its: ADMINISTRATIVE / FINANCE OFFICER

By: 
Name: MATT JERZYK
Its: CITY SOLICITOR