



POWER PURCHASE AGREEMENT

This POWER PURCHASE AGREEMENT, (the "Agreement"), is made and entered into this 6 February 2014, by and between Scotch Pines Village, LLLP ("Owner") as a (Select system class) SP3 Class I - under 100kW, and the City of Fort Collins, Colorado ("Utilities").

RECITALS:

WHEREAS, Utilities owns, directly or indirectly, an electric power distribution network within the municipal boundaries of the City of Fort Collins, Colorado, (the "Network"); and

WHEREAS, Platte River Power Authority ("Platte River"), a Colorado political subdivision, ("Platte River") provides wholesale power and energy to Utilities under an all-requirements agreement dated September 1, 2010; and

WHEREAS, Utilities desires that Owner install, maintain and operate, and Owner desires to install, maintain and operate the "feed-in tariff" System to be interconnected (fed-into) into the Network on property owned or leased by Owner, as more fully described in Exhibit A hereto, (the "Site"); and

WHEREAS, Utilities and Platte River have entered into a Memorandum of Understanding ("MOU") in order to support development of a local solar energy purchase program, which MOU describes the administrative activities to be undertaken by Utilities; and

WHEREAS, to preserve the rights and obligations contained in the all-requirements agreement between Platte River and Utilities, Platte River will accept title to all electric energy ("Energy") generated by Owner, which Energy will be sold by Platte River to Utilities under terms described in the MOU; and

WHEREAS, Owner desires to sell, and Utilities desires to purchase, the Environmental Attributes (as defined herein) generated by the System and other services pursuant to the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the mutual promises set forth below, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

02/05/2014