COMMONWEALTH OF PENNSYLVANIA
COMMONWEALTH FINANCING AUTHORITY

SECOND AMENDMENT TO GRANT NO. C000049020

This Amendment to Grant Agreement (the "Amendment") is entered into by and between the **Commonwealth Financing Authority,** hereinafter referred to as the **"Grantor"**, and

POSITIVE ENERGY PENNSYLVANIA 2, LLC
311 N Bayshore Dr
Safety Harbor, FL 34695-3128

hereinafter referred to as the **"Grantee"**.

WITNESSETH:

WHEREAS, the **Grantor** entered into a Grant Agreement (the "Grant") with the **Grantee**, and

WHEREAS, the **Grantor** wishes to amend the Grant to allow the **Grantee** to carry out the activities authorized under the Grant, and

NOW, THEREFORE, the parties hereto intending to be legally bound do hereby agree to the following:

1. Those programmatic changes and modification detailed in Appendix A.

2. This Budget Amendment reduces the total grant amount by **FORTY ONE THOUSAND, EIGHT HUNDRED SIXTY DOLLARS ($41,860.00) AND NO CENTS-------.** The total amount of this Grant as amended, will be **NINE HUNDRED TWENTY FOUR THOUSAND, ONE HUNDRED FORTY DOLLARS ($924,140.00) AND NO CENTS-------.**

3. All terms and conditions of this Grant not changed or modified by this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereunto have set their hands and seals on:

WITNESS:

POSITIVE ENERGY PENNSYLVANIA 2, LLC

Federal Identification Number

GRANTEE: Please sign & complete at "X's" only

X By _____ (Seal)
Clay H. Biddinger

X Title Chairman

X Date 2.1.12

X By _____
Charles N. Lafferty

X Title CFO

X Date 2/1/12

For Commonwealth signatures only

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Approved as to Legality and Form

_____ 2/21/12
Authority Counsel Date

_____ 2/27/12
Office of Attorney General Date

For Authority signatures only

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Commonwealth Financing Authority

_____ 2/22/12
Executive Director Date

COMMUNITY AND ECONOMIC DEVELOPMENT
Single Application for Assistance

Application #: 201002080774 Web App ID #: 8005254 Status: Approved
Applicant Name: Positive Energy Pennsylvania 2, LLC DCED Pgm: Solar Energy Program - Grants

IX. PROJECT NARRATIVE SUMMARY

Positive Energy plans to install a 599.94 kW fixed, ground-mounted, solar photovoltaic system at the Lower Nazareth Elementary School located in Lower Nazareth Township, Northampton County. The system is estimated to provide 743,200 kWh of energy annually over a 20 year period. Positive Energy will own the system and sell power to Nazareth School District under a power purchase agreement at a rate of $0.0933/kWh increasing 3% annually for 20 years. Positive Energy is a wholly owned subsidiary of Kenyon Energy, LLC who is the newest company formed by Dana B. Kenyon Company (DBK). DBK was incorporated 25 years ago. Kenyon Energy is a renewable energy company and is the largest solar contractor in Florida.

Solar Energy Program funds will be used for the purchase of solar photovoltaic equipment and installation. The total project cost is $2,392,660. Positive Energy will contribute $1,426,660 in matching funds.

NOTE: Positive Energy Pennsylvania 2, LLC requested a $966,000 Solar Energy Program grant, DCED recommended a $966,000 Solar Energy Program grant, the CFA approved a Solar Energy Program grant of $966,000 at its meeting on May 11, 2010.

January 10, 2011 Amendment #1: A special request has been requested by the applicant and approved by the CFA to amend the site location to the Nazareth Middle School in the Nazareth School District at 94 Friedenstahl Avenue in Upper Nazareth Township, Northampton County. The rooftop system at the middle school will increase in size from the originally approved 599.94 kW to 601.92 kW. All other terms and conditions of the original contract and commitment letter dated June 1, 2010, will remain in full force and effect.

January 13, 2012 Amendment #2: System size has been reduced to 574 kW. This grant was originally approved for a 599.94 kW system at $1.61/watt. At $1.61/watt, reduction in system size reduces the grant amount to $924,140.