


**AMENDMENT NO. 1
TO
RENEWABLE POWER PURCHASE AND OPERATING AGREEMENT
BETWEEN
WINDMAR RENEWABLE ENERGY, INC.
AND
THE PUERTO RICO ELECTRIC POWER AUTHORITY**

This Amendment No. 1 (the Amendment No. 1”) is made on 4 day of October, 2012, by and between Windmar Renewable Energy, Inc. and the Puerto Rico Electric Power Authority (PREPA), a public corporation and governmental instrumentality of Commonwealth of Puerto Rico (collectively, the “Parties”).

RECITALS

WHEREAS, the Parties entered into a Renewable Power Purchase and Operating Agreement (the “PPOA”) dated February 23, 2012, for sale of energy to PREPA from a 20 megawatt (direct current) PV Solar energy system in the vicinity of Dorado- Toa Baja, Puerto Rico (the Facility); and

WHEREAS, the Parties desire to amend certain provisions of the PPOA;

 NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound, agree as follows:

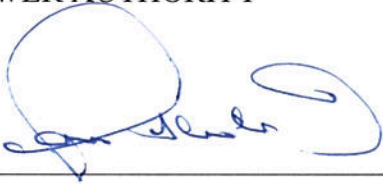
1. Section 1.3 of the PPOA- Additional Interconnection Facilities is deleted in its entirety and replaced as follows:

1.3 Additional Interconnection Facilities – means all equipment and facilities located on SELLER’s side of the Interconnection Point constructed and installed for the purpose of interconnecting the Facility with PREPA’s electric transmission and /or distribution system, consisting of a new aerial type power line of 115 KV to be built by SELLER as part of the Windmar Dorado-Toa Baja Complex to connect to a new bay at the Hato Tejas TC, as identified in Appendix B.

2. Appendix B - Interconnection: The One Line Diagram included as of the Effective Date, as part of the Appendix B – Interconnection showing an interconnection point at Dorado TC is replaced for a new One Line Diagram interconnecting in a new bay at the Hato Tejas TC.

IN WITNESS WHEREOF, the Parties hereto have agreed to execute this Amendment No.1 in San Juan, Puerto Rico, as of the date first written above.

PUERTO RICO ELECTRIC
POWER AUTHORITY



Josué A. Colon Ortiz
Director Ejecutivo Interino

WINDMAR RENEWABLE
ENERGY, INC.



Victor L. Gonzalez Barahona
President

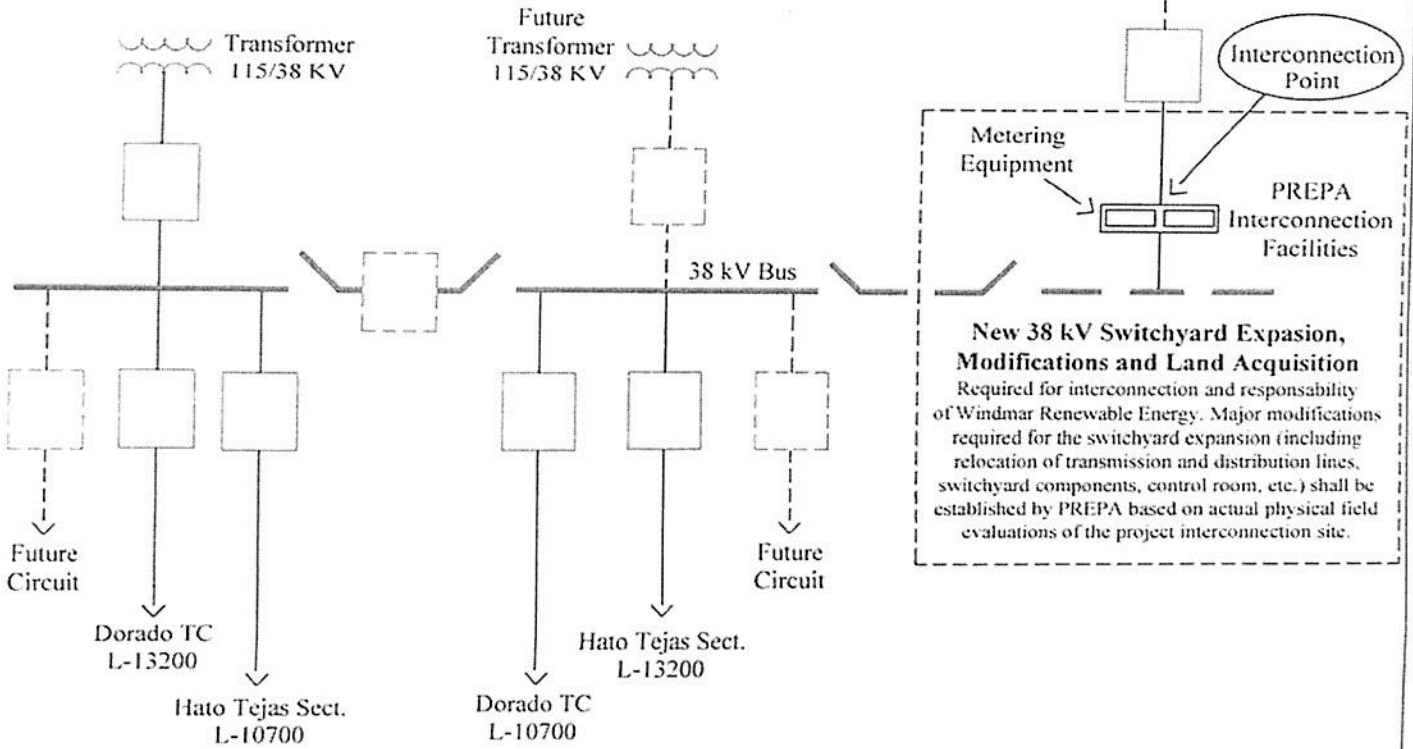
WINDMAR RENEWABLE ENERGY ELECTRICAL INTERCONNECTION HATO TEJAS TC

*Windmar Renewable Energy
Solar Farm
20 MW*

New 38 kV Transmission Line
Acquisition of new right of way, maintenance and construction of new transmission line are responsibility of Windmar Renewable Energy. This new 38 kV circuit shall be built completely out of PREPA'S actual right of way and shall not interfere with the proposed route of PREPA'S future transmission lines and feeders.

**Hato Tejas TC
38 kV Switchyard**

New 38 kV Underground Line
Required for interconnection to New 38 kV Transmission Line. This new 38 kV underground circuit is responsibility of Windmar Renewable Energy



New 38 kV Switchyard Expansion, Modifications and Land Acquisition
Required for interconnection and responsibility of Windmar Renewable Energy. Major modifications required for the switchyard expansion (including relocation of transmission and distribution lines, switchyard components, control room, etc.) shall be established by PREPA based on actual physical field evaluations of the project interconnection site.

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Windmar Renewable Energy
Electrical Interconnection Hato Tejas TC

COMPANIA

AEE
(Puerto Rico Electric Power Authority)

