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Version 042310 Final

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AGREEMENT FOR SOLAR FEED IN TARIFF CAPACITY RELEASE
BETWEEN THE CITY OF GAINESVILLE
AND
GREEN ENERGY DEVELOPMENT HOLDINGS, LLC

THIS AGREEMENT, entered into the 23rd day of April, 2010 by and between CITY OF GAINESVILLE, d/b/a GAINESVILLE REGIONAL UTILITIES ("GRU") a Florida municipal corporation, 301 SE 4th Avenue, Gainesville Florida 32601, and Green Energy Development Holdings, LLC, ("GED") a limited liability company with corporate offices at 12100 Wilshire Blvd Ste 670, Los Angeles, CA 90025 also d/b/a as: a) Green Energy Development Archer, LLC and b) Green Energy Development 6th Street, LLC. If taken together participants shall be PARTY or PARTIES.

WHEREAS, GED has been awarded capacity reservations for the calendar years 2009, 2010, 2011, 2012, 2013, 2014, 2015, and 2016 for the construction of solar photovoltaic systems whose output of electricity will be sold to GRU under the Solar Feed In Tariff ("FIT") program, subject to successfully completing the requirements of the prerequisite Solar Electric Power Agreements (SEPA's); and

WHEREAS, GED wishes to extend the deadlines for construction completion contained in executed (SEPA's) whose completion deadlines are during calendar years 2009 and 2010; and

WHEREAS, GRU wishes to reduce its reliance on GED to complete the construction of solar photovoltaic systems in future years;

NOW, THEREFORE, in consideration of the forgoing premises and the mutual covenants contained herein:

1.0 CAPACITY RELEASE

GED will release the capacity reserved by GRU for GED its successors and heirs or assigns, for those projects listed in Exhibit 1 (Released Projects), which by this reference is incorporated herein as if fully set forth. GRU will be free in the exercise of its sole discretion to reallocate the Released Projects' capacity. Furthermore, GRU shall have no liability for and GED hereby releases and agrees to hold GRU harmless for any cost or expense or other obligation incurred by GED as a result of any agreements made by GED with the owners of the properties upon which GED has established leasehold or other property interests in order to secure the capacity reservations being released.

2.0 REMAINING CAPACITY

GED will retain the remaining capacity allocations it currently holds in calendar years 2011, 2012, 2013, 2014, 2015, 2016 as listed in Exhibit 2 (Remaining Projects), which by this reference is incorporated herein as if fully set forth. GED will remain subject to the requirements of the applicable SEPA and GRU policies and procedures, including, but not limited to the provisions thereof relating to milestones that must be met prior to construction. Should GED notify GRU that any of the projects for which GED has a capacity reservation is no longer viable, that project's capacity will be available to

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advance a project for which GED holds a capacity reservation for a subsequent year, with the following limitations:

- a. The sum of the capacity for projects subject to advancement may not be of a greater capacity than the project(s) deemed no longer viable.
- b. GED will not be entitled to advance any of its projects to take advantage of any capacity being released by a program participant other than GED.
- c. Should one of GED's projects be terminated after due to failure to meet the conditions of the SEPA associated with it, the capacity thus released will not be available to GED.

3.0 NEW OR ADDITIONAL CAPACITY

GED will not be awarded any capacity in addition to the capacity reservations remaining in its name as listed in Exhibit 2.

4.0 CONSTRUCTION DEADLINE EXTENTION

GED's deadline by which it shall have completed the construction, inspection and commencement of service for all of its 2009 and 2010 FIT projects for which a SEPA has been executed as listed in Exhibit 3 (2009 and 2010 Projects), which by this reference is incorporated herein as if fully set forth, is hereby extended to October 31, 2010. Sections 11.1 and 11.2 of each SEPA, as may have been amended as of the date of this AGREEMENT, is hereby amended to make the date for full completion of each project as listed in Exhibit 3, October 31, 2010. This completion date shall not be waived or extended and any failure by GED to strictly comply with the requirements of this paragraph 4.0 shall result in the non complying project(s) being removed from the FIT Program without further notice from GRU.

IN WITNESS WHEREOF, the parties hereto have executed this agreement on the day first above in two (2) counterparts, each of which shall without proof or accounting for the other counterparts be deemed an original contract.

GREEN ENERGY DEVELOPMENT, LLC

CITY OF GAINESVILLE, d/b/a
GAINESVILLE REGIONAL UTILITIES

By: Walt Phillips
(Signature)

by: Ed Regan
Ed Regan, AGM
Strategic Planning

Name: Walt Phillips
(Print)

Title: Member
(Print)

Approved as to form and legality

By: Raymond O. Manasco, Jr.
Raymond O. Manasco, Jr.
Utilities Attorney

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**EXHIBIT 1
SCHEDULE OF RELEASED SOLAR FIT PROJECTS AND CAPACITY**

Year and Name of Released Project	Address	Capacity Kilowatts DC
Initial Capacity Reserved CY 2011		984.34
GED 25 - Williston Rd	3007 SW Williston Rd	60.55
GED 26 - O2B Kids Parking Lot	6680 W. Newberry Rd	120.92
GED 27 - O2B Kids Main	6680 W. Newberry Rd	75.85
GED 29 - Perry Roofing	2505 NW 71st Pl	62.90
Total Released		320.22
Remaining Capacity CY 2011		664.12
Total Capacity Reserved CY 2012		2,383.70
GED 32 (Oak Hall - Soccer Field)	8009 SW 14th Ave	24.60
GED 33 (Oak hall parking lot)	8009 SW 14th Ave	168.00
GED 35 (Bear Archery Main)	4600 SW 41st Blvd	782.60
GED 36 (Bear Archery)	4600 SW 41st Blvd	168.00
Total Released		1,143.20
Remaining Capacity CY 2012		1,240.50
Total Capacity Reserved CY 2013		3,155.40
GED 43	5201 NE 40th Ter	500.00
GED 44 (Venture Reality)	3630 SW 47th Ave	51.80
GED 45 (Venture Reality)	3630 SW 47th Ave	51.80
GED 46 (Venture Reality)	3630 SW 47th Ave	51.80
GED 48 (Florida Food Service)	5201 NE 40th Ter	500.00
Total Released		1,155.40
Remaining Capacity CY 2013		2,000.00
Total Capacity Reserved 2014		3,000.00
GED 52 (Prarie View Trust)	Rocky Point Road	500.00
Total Released		500.00
Remaining Capacity 2014		2,500.00
Total Capacity Reserved 2015		2,925.00
GED 75 (Abiding Savior Lutheran)	9700 W Newberry Rd - Main	250.00
GED 76 (Abiding Savior Lutheran)	9700 W Newberry Rd - Center	250.00
Total Released		500.00
Remaining Capacity CY 2015		2,425.00
Total Capacity Reserved 2016		2,675.00
GED 78 (Kokomo Key Properties)	1120 NW 53RD AVE	250.00
GED 80(Bulter)	3500 SW Archer Road	250.00
Total Released		500.00
Remaining Capacity		2,175.00

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EXHIBIT 2
SCHEDULE OF REMAINING SOLAR FIT PROJECTS AND CAPACITY IN QUEUE YEARS 2011-2016

Year and Name of Reserved Project	Address	Capacity Kilowatts DC
CY 2011		
GED 19 - Venture Reality	3515 NW 88th St	143.91
GED 20 - Venture Reality	3603 NW 98th St	71.96
GED 21 - Venture Reality	3630 SW 47th Ave	51.80
GED 22 - Bread of Mighty Food Bank	325 NW 10th Ave	136.90
GED 23 - Venture Reality	6110 NW 4th Pl	55.35
GED 24 - Venture Reality	460 NW 4th Pl	75.85
GED 28 - O2B Kids Retention Pond	6680 W. Newberry Rd	75.85
GED 30 - Oak Hall Middle School	8009 SW 14th Ave	52.50
Total Remaining Reserved Capacity CY 2011		664.12
CY 2012		
GED 31 (Oak Hall -Gym)	8009 SW 14th Ave	73.50
GED 34 (Oak Hall Media Center)	8009 SW 14th Ave	42.00
GED 37 (Venture Reality)	4400 SW 20th Ave	125.00
GED 38 (Venture Reality)	4400 SW 20th Ave	125.00
GED 39 (Venture Reality)	4400 SW 20th Ave	125.00
GED 40 (Venture Reality)	4400 SW 20th Ave	125.00
GED 41 (Venture Reality)	4400 SW 20th Ave	125.00
GED 42 (Florida Food Service)	5201 NE 40th Ter	500.00
Total Remaining Reserved Capacity CY 2012		1,240.50
CY 2013		
GED 47 (Florida Food Service)	5201 NE 40th Ter	500.00
GED 49 (Prairie View Trust)	Rocky Point Road	500.00
GED 50 (Prairie View Trust)	Rocky Point Road	500.00
GED 51 (Prairie View Trust)	Rocky Point Road	500.00
Total Remaining Reserved Capacity CY 2013		2,000.00
CY 2014		
GED 53 (United Trucking)	2121 NW 67th Pl	850.00
GED 54 (Red Button LLC)	6931 NW 22 St	150.00
GED 55 (Ben Hill Griffin)	6921 NW 22 St	250.00
GED 56 (Christians Cove)	6911 NW 22 St	150.00
GED 57 (Madison Ave)	1906 NW 67th Pl	50.00
GED 58 (Madison Ave)	1908 NW 67th Pl	100.00
GED 59 (Madison Ave)	1912 NW 67th Pl	50.00
GED 60 (Spirited Investing LLC)	130 NW 14th Ave	300.00
GED 61 (Dix-Peterson Properties)	8825 NW 13th St	600.00
Total Remaining Reserved Capacity 2014		2,500.00
CY 2015		
GED 62 (Dix-Peterson Properties)	8825 NW 13th St	700.00
GED 63 (Cheshire)	4603 NW 6th Street	50.00
GED 64 (Cheshire)	4577 NW 6th ST	150.00
GED 65 (Cheshire)	4579 NW 6th ST	50.00
GED 66 (Cheshire)	4581 NW 6th St	50.00
GED 67 (Cheshire)	4585 NW 6th St	50.00
GED 68 (Cheshire)	1315 NW 53rd Ave	150.00
GED 69 (Cheshire)	1325 NW 53rd Ave	75.00
GED 70 (Cheshire)	1335 NW 53rd Ave	150.00
GED 71 (Cheshire)	5111 NW 13th St	50.00
GED 72 (Venture Reality)	200 SW 62nd Blvd	200.00
GED 73 (Westside Baptist)	10000 W Newberry Rd - Main	450.00
GED 74 (Westside Baptist)	10000 W Newberry Rd - Center	300.00
Total Remaining Reserved Capacity CY 2015		2,425.00
CY 2016		
GED 77 (Walker Furntiure)	3413 SW 47TH AVE	375.00
GED 79 (Butler)	3770 SW ARCHER ROAD	200.00
GED 81 (Butler)	3101 SW 35TH ST	250.00
GED 82 (Butler)	3942-3968 SW ARCHER ROAD	400.00
GED 83 (Butler)	3910-3926 SW ARCHER ROAD	200.00
GED 84 (Butler)	3202-3214 SW 35TH BLVD	750.00
Total Remaining Reserved Capacity 2016		2,175.00

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EXHIBIT 3
 SCHEDULE OF SOLAR FIT PROJECTS & CAPACITY WITH EXECUTED SEPA IN YEARS 2009 & 2010

Year and Name of Project with Executed SEPA	Address	Capacity Kilowatts DC
CY 2009		
GED 1 - Cheshire	4613 NW 6th Street	61.74
GED 2 - Cheshire	4615 NW 6th St	64.68
GED 5 - Butler	3638 SW Archer Rd	416.55
GED 6 - Butler	3644 SW Archer Rd	309.98
GED 7 - Butler	3720 SW Archer Rd	652.79
GED 8 - Cheshire	4647 NW 6th St	70.56
GED 9 - Cheshire	4651 NW 6th ST	67.62
Total Currently Contracted Capacity CY 2009		1,643.92
CY 2010		
GED 10 - Butler	3736 SW Archer Rd	431.54
GED 11 - Butler	3750 SW Archer Rd	554.69
GED 13 - Saul Silber	2305 NW 13th St	210.40
GED 14 - Saul Silber	14 S. Main St	112.60
GED 15 - Saul Silber	2772 NW 43rd St	104.12
GED 17 - Venture Reality	4800 SW 35th Dr	176.30
GED 18 - Venture Reality	490 NW 60th ST	125.46
Total Currently Contracted Capacity CY 2010		1,715.11

SECOND AMENDMENT TO AGREEMENT FOR SOLAR FEED IN TARIFF CAPACITY RELEASE
BETWEEN THE CITY OF GAINESVILLE
AND
GREEN ENERGY DEVELOPMENT HOLDINGS, LLC

THIS AMENDMENT, made this 13th day of December, 2010 is by and between CITY OF GAINESVILLE, FLORIDA d/b/a GAINESVILLE REGIONAL UTILITIES ("GRU") a Florida municipal corporation, 301 SE 4th Avenue, Gainesville Florida 32601, and Green Energy Development Holdings, LLC, ("GED") a limited liability company with corporate offices at 12100 Wilshire Blvd Ste 670, Los Angeles, CALIFORNIA 90025 also d/b/a as: a) Green Energy Development Archer, LLC and b) Green Energy Development 6th Street, LLC. If taken together participants shall be PARTY or PARTIES.

WITNESSETH

WHEREAS, The parties hereto have entered into a contract dated September 15, 2010 allowing, among other things, the construction deadline for a 200 Kilowatt solar photovoltaic project at 3910-3968 SW Archer Road to be to be extended to December 31, 2010, in consideration for the release of capacity previously reserved for GED; and,

WHEREAS, GED will not be able to meet that deadline due to market conditions causing the delay in shipping inverter equipment needed to complete the project described above; and,

WHEREAS, GED has received shipment of the equipment needed to meet its December 31, 2010 deadline and has demonstrated substantial progress in the installation of such equipment;

NOW, THEREFORE, in consideration of the foregoing and of the mutual benefits to be obtained from the covenants stated, the parties agree as follows:

Part 1. Section 4 of the CONTRACT is hereby amended to read as follows:

4.0 CONSTRUCTION DEADLINE EXTENSION

GED's deadline by which it shall have completed the construction, inspection and commencement of service for a 200 Kilowatt solar photovoltaic project at 3910-3968 SW Archer Road shall be extended to May 1, 2011 provided all of the following criteria are met by December 17, 2010:

- a. GED shall have a fully executed 2010 SEPA for that project;
- b. GED shall have provided a capacity reservation payment of \$6,000 in the form of check made payable to Gainesville Regional Utilities;

The capacity reservation payment will be reimbursed to GED at such time as the project described herein commences operation pursuant to the SEPA, provided however, \$1,500 will be deducted from the amount for each month or portion thereof following January 1, 2011 for which operations has not commenced. This construction deadline shall not be waived or extended and any failure by GED to strictly comply with the requirements of this paragraph 4.0 shall result in the non complying project(s) being removed from the FIT Program without further notice from GRU.

Part 2. Exhibits 1, 2, and 3 of the CONTRACT are hereby replaced with the amended Exhibits 1, 2, and 3 attached to this AMENDMENT which by this reference are incorporated within.

SECOND AMENDMENT TO AGREEMENT FOR SOLAR FEED IN TARIFF CAPACITY RELEASE
BETWEEN THE CITY OF GAINESVILLE
AND
GREEN ENERGY DEVELOPMENT HOLDINGS, LLC

THIS AMENDMENT, made this 13th day of December, 2010 is by and between CITY OF GAINESVILLE, FLORIDA d/b/a GAINESVILLE REGIONAL UTILITIES ("GRU") a Florida municipal corporation, 301 SE 4th Avenue, Gainesville Florida 32601, and Green Energy Development Holdings, LLC, ("GED") a limited liability company with corporate offices at 12100 Wilshire Blvd Ste 670, Los Angeles, CALIFORNIA 90025 also d/b/a as: a) Green Energy Development Archer, LLC and b) Green Energy Development 6th Street, LLC. If taken together participants shall be PARTY or PARTIES.

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WHEREAS, GED will not be able to meet that deadline due to market conditions causing the delay in shipping inverter equipment needed to complete the project described above; and,

WHEREAS, GED has received shipment of the equipment needed to meet its December 31, 2010 deadline and has demonstrated substantial progress in the installation of such equipment;

NOW, THEREFORE, in consideration of the foregoing and of the mutual benefits to be obtained from the covenants stated, the parties agree as follows:

Part 1. Section 4 of the CONTRACT is hereby amended to read as follows:

4.0 CONSTRUCTION DEADLINE EXTENSION

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- a. GED shall have a fully executed 2010 SEPA for that project;
- b. GED shall have provided a capacity reservation payment of \$6,000 in the form of check made payable to Gainesville Regional Utilities;

The capacity reservation payment will be reimbursed to GED at such time as the project described herein commences operation pursuant to the SEPA, provided however, \$1,500 will be deducted from the amount for each month or portion thereof following January 1, 2011 for which operations has not commenced. This construction deadline shall not be waived or extended and any failure by GED to strictly comply with the requirements of this paragraph 4.0 shall result in the non complying project(s) being removed from the FIT Program without further notice from GRU.

Part 2. Exhibits 1, 2, and 3 of the CONTRACT are hereby replaced with the amended Exhibits 1, 2, and 3 attached to this AMENDMENT which by this reference are incorporated within.

IN WITNESS WHEREOF, the parties hereto have caused this AMENDMENT to the CONTRACT to be executed by their duly authorized officers or agents, and a duplicate original delivered to each party, as of the day and year first above stated.

Green Energy Development Holdings, LLC

By: Walt Phillips
(Signature)

Name: Walt Phillips
(Print)

Title: Managing Member
(Print)

CITY OF GAINESVILLE, d/b/a
GAINESVILLE REGIONAL UTILITIES

By: Ed Regan Energy & Business Services
Ed Regan, AGM as behalf of Ed Regan
Strategic Planning

Approved as to form and legality

By: Raymond O. Manasco, Jr.
Raymond O. Manasco, Jr.
Utilities Attorney

EXHIBIT 1
 AMENDED SCHEDULE OF RELEASED SOLAR FIT PROJECTS AND CAPACITY

8/20/10 ejr

Year and Name of Released Project	Address	Capacity Kilowatts DC
Initial Capacity Reserved CY 2011		984.34
GED 25 - Williston Rd	3007 SW Williston Rd	60.55
GED 26 - O2B Kids Parking Lot	6680 W. Newberry Rd	120.92
GED 27 - O2B Kids Main	6680 W. Newberry Rd	75.85
GED 29 - Perry Roofing	2505 NW 71st Pl	62.90
Total Released		320.22
Remaining Capacity CY 2011		664.12
Initial Capacity Reserved CY 2012		2,383.70
GED 32 (Oak Hall - Soccer Field)	8009 SW 14th Ave	24.60
GED 33 (Oak hall parking lot)	8009 SW 14th Ave	168.00
GED 35 (Bear Archery Main)	4600 SW 41st Blvd	782.60
GED 36 (Bear Archery)	4600 SW 41st Blvd	168.00
Total Released		1,143.20
Remaining Capacity CY 2012		1,240.50
Initial Capacity Reserved CY 2013		3,155.40
GED 43 (Florida Food Service)	5201 NE 40th Ter	500.00
GED 44 (Venture Reality)	3630 SW 47th Ave	51.80
GED 45 (Venture Reality)	3630 SW 47th Ave	51.80
GED 46 (Venture Reality)	3630 SW 47th Ave	51.80
GED 48 (Florida Food Service)	5201 NE 40th Ter	500.00
Total Released		1,155.40
Remaining Capacity CY 2013		2,000.00
Initial Capacity Reserved CY 2014		3,000.00
GED 53 (United Trucking)	2121 NW 67th Pl	850.00
GED 52 (Prarie View Trust)	Rocky Point Road	500.00
Total Released		1,350.00
Remaining Capacity CY 2014		1,650.00
Initial Capacity Reserved CY 2015		2,925.00
GED 75 (Abiding Savior Lutheran)	9700 W Newberry Rd - Main	250.00
GED 76 (Abiding Savior Lutheran)	9700 W Newberry Rd - Center	250.00
Total Released		500.00
Remaining Capacity CY 2015		2,425.00
Initial Capacity Reserved CY 2016		2,675.00
Capacity Released	mult. projects w/ adjusted rating	1,261.37
Total Released		1,261.37
Remaining Capacity		1,413.63
Total Released CY 2011-2016		5,730.19
Total Remaining Capacity CY 2011-2016		9,393.25

EXHIBIT 2
 AMENDED SCHEDULE OF REMAINING SOLAR FIT PROJECTS AND CAPACITY IN QUEUE YEARS 2011-2016

8/20/10 ejr

Year and Name of Reserved Project	Address	Capacity Kilowatts DC
CY 2011		
GED 19 - Venture Reality	3515 NW 98th St	143.91
GED 20 - Venture Reality	3603 NW 98th St	71.96
GED 21 - Venture Reality	3630 SW 47th Ave	51.80
GED 22 - Bread of Mighty Food Bank	325 NW 10th Ave	136.90
GED 23 - Venture Reality	6110 NW 4th Pl	55.35
GED 24 - Venture Reality	460 NW 4th Pl	75.85
GED 28 - O2B Kids Retention Pond	6680 W. Newberry Rd	75.85
GED 30 - Oak Hall Middle School	8009 SW 14th Ave	52.50
Total Remaining Reserved Capacity CY 2011		664.12
CY 2012		
GED 31 (Oak Hall -Gym)	8009 SW 14th Ave	73.50
GED 34 (Oak Hall Media Center)	8009 SW 14th Ave	42.00
GED 37 (Venture Reality)	4400 SW 20th Ave	125.00
GED 38 (Venture Reality)	4400 SW 20th Ave	125.00
GED 39 (Venture Reality)	4400 SW 20th Ave	125.00
GED 40 (Venture Reality)	4400 SW 20th Ave	125.00
GED 41 (Venture Reality)	4400 SW 20th Ave	125.00
GED 42 (Florida Food Service)	5201 NE 40th Ter	500.00
Total Remaining Reserved Capacity CY 2012		1,240.50
CY 2013		
GED 47 (Florida Food Service)	5201 NE 40th Ter	500.00
GED 49 (Prairie View Trust)	Rocky Point Road	500.00
GED 50 (Prairie View Trust)	Rocky Point Road	500.00
GED 51 (Prairie View Trust)	Rocky Point Road	500.00
Total Remaining Reserved Capacity CY 2013		2,000.00
CY 2014		
GED 54 (Red Button LLC)	6931 NW 22 St	150.00
GED 55 (Ben Hill Griffin)	6921 NW 22 St	250.00
GED 56 (Christians Cove)	6911 NW 22 St	150.00
GED 57 (Madison Ave)	1906 NW 67th Pl	50.00
GED 58 (Madison Ave)	1908 NW 67th Pl	100.00
GED 59 (Madison Ave)	1912 NW 67th Pl	50.00
GED 60 (Spirited Investing LLC)	130 NW 14th Ave	300.00
GED 61 (Dix-Peterson Properties)	8825 NW 13th St	600.00
Total Remaining Reserved Capacity 2014		1,650.00
CY 2015		
GED 62 (Dix-Peterson Properties)	8825 NW 13th St	700.00
GED 63 (Cheshire)	4603 NW 6th Street	50.00
GED 64 (Cheshire)	4577 NW 6th ST	150.00
GED 65 (Cheshire)	4579 NW 6th ST	50.00
GED 66 (Cheshire)	4581 NW 6th St	50.00
GED 67 (Cheshire)	4585 NW 6th St	50.00
GED 68 (Cheshire)	1315 NW 53rd Ave	150.00
GED 69 (Cheshire)	1325 NW 53rd Ave	75.00
GED 70 (Cheshire)	1335 NW 53rd Ave	150.00
GED 71 (Cheshire)	5111 NW 13th St	50.00
GED 72 (Venture Realty)	200 SW 62nd Blvd	200.00
GED 73 (Westside Baptist)	10000 W Newberry Rd - Main	450.00
GED 74 (Westside Baptist)	10000 W Newberry Rd - Center	300.00
Total Remaining Reserved Capacity CY 2015		2,425.00
CY 2016		
GED 80 (Butler-Lowes)*	3500 SW Archer Road	588.63
GED 77 (Walker Furniture)	3413 SW 47TH AVE	375.00
GED 79 (Butler)	3770 SW ARCHER ROAD	200.00
GED 81 (Butler)	3101 SW 35TH ST	250.00
Total Remaining Reserved Capacity 2016		1,413.63
Total Remaining Reserved CY 2011-2016		9,393.25

EXHIBIT 3
 AMENDED SCHEDULE OF SOLAR FIT PROJECTS & CAPACITY RATINGS
 TO BE CONSTRUCTED BEFORE DECEMBER 31, 2010

8/20/10 ejr

Year and Name of Project with Executed SEPA	Address	Capacity Kilowatts DC
CY 2009		
GED 1 - Cheshire	4613 NW 6th Street	61.74
GED 2 - Cheshire	4615 NW 6th St	64.68
GED 5 - Butler	3638 SW Archer Rd	258.72
GED 6 - Butler	3644 SW Archer Rd	258.72
GED 7 - Butler	3720 SW Archer Rd	535.92
GED 8 - Cheshire	4647 NW 6th St	70.56
GED 9 - Cheshire	4651 NW 6th ST	67.62
Total Currently Contracted Capacity CY 2009		1,317.96
CY 2010		
GED 10 - Butler	3736 SW Archer Rd	532.84
GED 13 - Saul Silber	2305 NW 13th St	135.52
GED 14 - Saul Silber	14 S. Main St	58.52
GED 15 - Saul Silber	2772 NW 43rd St	70.84
GED 18 - Venture Reality	490 NW 60th ST	104.72
GED 53 (United Trucking)*	2121 NW 67th PI	690.60
GED 83 (Butler)*	3910-3968 SW ARCHER ROAD	200.00
GED 84 (Butler)*	3202-3214 SW 35TH BLVD	248.00
Total Currently Contracted Capacity CY 2010		2,041.04
Total CY 2009 2010		3,359.00

* Projects advanced from 2016 for which SEPA is pending as of 8/20/10

AMENDED AGREEMENT FOR SOLAR FEED IN TARIFF CAPACITY RELEASE
BETWEEN THE CITY OF GAINESVILLE
AND
GREEN ENERGY DEVELOPMENT HOLDINGS, LLC

THIS AMENDMENT, made this 15 day of September, 2010 is by and between CITY OF GAINESVILLE, d/b/a GAINESVILLE REGIONAL UTILITIES ("GRU") a Florida municipal corporation, 301 SE 4th Avenue, Gainesville Florida 32601, and Green Energy Development Holdings, LLC, ("GED") a limited liability company with corporate offices at 12100 Wilshire Blvd Ste 670, Los Angeles, CA 90025 also d/b/a as: a) Green Energy Development Archer, LLC and b) Green Energy Development 6th Street, LLC. If taken together participants shall be PARTY or PARTIES.

WITNESSETH

WHEREAS, The parties hereto have entered into a contract dated April 23, 2010 granting GED an extension of deadlines to complete construction of 3,359 kilowatts (DC) of solar photovoltaic generating capacity to at number of locations in Gainesville, Florida, be installed before October 31, 2010, which shall be herein referred to as "CONTRACT"; AND

WHEREAS, these changes will result in no more than 3,359 kilowatts (DC) to be constructed before December 31, 2010; AND

WHEREAS, GED wishes to revise the overall net kilowatt rating for these locations scheduled to be completed and replace certain locations with others for which GED holds capacity in the calendar years after 2010, also with adjusted capacity ratings; AND

WHEREAS, GED by making these changes will release 1,611 kilowatts (DC) from the capacity reservation it holds pursuant to the CONTRACT in years after CY 2010; AND

WHEREAS, GED has received shipment of the equipment needed to meet its October 31 2010 deadline and has demonstrated substantial progress in the installation of such equipment;

NOW, THEREFORE, in consideration of the foregoing and of the mutual benefits to be obtained from the covenants stated, the parties agree as follows.

Part 1. Section 4 of the CONTRACT is hereby amended to read as follows:

4.0 CONSTRUCTION DEADLINE EXTENTION

GED's deadline by which it shall have completed the construction, inspection and commencement of service for all of its 2009 and 2010 FIT projects for which a SEPA has been executed as listed in Exhibit 3 (2009 and 2010 Projects), which by this reference is incorporated herein as if fully set forth, is hereby extended to December 31, 2010 and the kilowatt (DC) capacity of each SEPA shall be revised to be as shown in Exhibit 3. Sections 11.1 and 11.2 of each SEPA executed as of the date of this AMENDMENT is hereby amended to make the date for full completion of each project as listed in Exhibit 3, December 31, 2010. The completion date of the projects listed in Exhibit 3 for which the SEPA is pending shall have the date for full completion December 31, 2010 and the kilowatt DC capacity rating also as shown in Exhibit 3. This completion date shall not be waived or extended and any failure by GED to strictly comply with the requirements of this paragraph 4.0 shall result in the non complying project(s) being removed from the FIT Program without further notice from GRU.

Part 2. Exhibits 1, 2, and 3 of the CONTRACT are hereby replaced with the amended Exhibits 1, 2, and 3 attached to this AMENDMENT.

IN WITNESS WHEREOF, the parties hereto have caused this AMENDMENT to the CONTRACT to be executed by their duly authorized officers or agents, and a duplicate original delivered to each party, as of the day and year first above stated.

ENTRUST HOLDINGS, LLC

By: Walt Phillips
(Signature)

Name: Walt Phillips
(Print)

Title: Managing Member
(Print)

CITY OF GAINESVILLE, d/b/a
GAINESVILLE REGIONAL UTILITIES

By: Ed Regan
Ed Regan, AGM
Strategic Planning

Approved as to form and legality

By: Raymond O. Manasco, Jr.
Raymond O. Manasco, Jr.
Utilities Attorney

EXHIBIT 1
AMENDED SCHEDULE OF RELEASED SOLAR FIT PROJECTS AND CAPACITY

8/20/10 ejr

Year and Name of Released Project	Address	Capacity Kilowatts DC
Initial Capacity Reserved CY 2011		984.34
GED 25 - Williston Rd	3007 SW Williston Rd	60.55
GED 26 - O2B Kids Parking Lot	6680 W. Newberry Rd	120.92
GED 27 - O2B Kids Main	6680 W. Newberry Rd	75.85
GED 29 - Perry Roofing	2505 NW 71st Pl	62.90
Total Released		320.22
Remaining Capacity CY 2011		664.12
Initial Capacity Reserved CY 2012		2,383.70
GED 32 (Oak Hall - Soccer Field)	8009 SW 14th Ave	24.60
GED 33 (Oak hall parking lot)	8009 SW 14th Ave	168.00
GED 35 (Bear Archery Main)	4600 SW 41st Blvd	782.60
GED 36 (Bear Archery)	4600 SW 41st Blvd	168.00
Total Released		1,143.20
Remaining Capacity CY 2012		1,240.50
Initial Capacity Reserved CY 2013		3,155.40
GED 43 (Florida Food Service)	5201 NE 40th Ter	500.00
GED 44 (Venture Reality)	3630 SW 47th Ave	51.80
GED 45 (Venture Reality)	3630 SW 47th Ave	51.80
GED 46 (Venture Reality)	3630 SW 47th Ave	51.80
GED 48 (Florida Food Service)	5201 NE 40th Ter	500.00
Total Released		1,155.40
Remaining Capacity CY 2013		2,000.00
Initial Capacity Reserved CY 2014		3,000.00
GED 53 (United Trucking)	2121 NW 67th Pl	850.00
GED 52 (Prarie View Trust)	Rocky Point Road	500.00
Total Released		1,350.00
Remaining Capacity CY 2014		1,650.00
Initial Capacity Reserved CY 2015		2,925.00
GED 75 (Abiding Savior Lutheran)	9700 W Newberry Rd - Main	250.00
GED 76 (Abiding Savior Lutheran)	9700 W Newberry Rd - Center	250.00
Total Released		500.00
Remaining Capacity CY 2015		2,425.00
Initial Capacity Reserved CY 2016		2,675.00
Capacity Released	mult. projects w/ adjusted rating	1,261.37
Total Released		1,261.37
Remaining Capacity		1,413.63
Total Released CY 2011-2016		5,730.19
Total Remaining Capacity CY 2011-2016		9,393.25

EXHIBIT 2
AMENDED SCHEDULE OF REMAINING SOLAR FIT PROJECTS AND CAPACITY IN QUEUE YEARS 2011-2016

Year and Name of Reserved Project		Address	Capacity Kilowatts DC
8/20/10 ejr			
CY 2011			
	GED 19 - Venture Reality	3515 NW 98th St	143.91
	GED 20 - Venture Reality	3603 NW 98th St	71.96
	GED 21 - Venture Reality	3630 SW 47th Ave	51.80
	GED 22 - Bread of Mighty Food Bank	325 NW 10th Ave	136.90
	GED 23 - Venture Reality	6110 NW 4th Pl	55.35
	GED 24 - Venture Reality	460 NW 4th Pl	75.85
	GED 28 - O2B Kids Retention Pond	6680 W. Newberry Rd	75.85
	GED 30 - Oak Hall Middle School	8009 SW 14th Ave	52.50
Total Remaining Reserved Capacity CY 2011			664.12
CY 2012			
	GED 31 (Oak Hall -Gym)	8009 SW 14th Ave	73.50
	GED 34 (Oak Hall Media Center)	8009 SW 14th Ave	42.00
	GED 37 (Venture Reality)	4400 SW 20th Ave	125.00
	GED 38 (Venture Reality)	4400 SW 20th Ave	125.00
	GED 39 (Venture Reality)	4400 SW 20th Ave	125.00
	GED 40 (Venture Reality)	4400 SW 20th Ave	125.00
	GED 41 (Venture Reality)	4400 SW 20th Ave	125.00
	GED 42 (Florida Food Service)	5201 NE 40th Ter	500.00
Total Remaining Reserved Capacity CY 2012			1,240.50
CY 2013			
	GED 47 (Florida Food Service)	5201 NE 40th Ter	500.00
	GED 49 (Prairie View Trust)	Rocky Point Road	500.00
	GED 50 (Prairie View Trust)	Rocky Point Road	500.00
	GED 51 (Prairie View Trust)	Rocky Point Road	500.00
Total Remaining Reserved Capacity CY 2013			2,000.00
CY 2014			
	GED 54 (Red Button LLC)	6931 NW 22 St	150.00
	GED 55 (Ben Hill Griffin)	6921 NW 22 St	250.00
	GED 56 (Christians Cove)	6911 NW 22 St	150.00
	GED 57 (Madison Ave)	1906 NW 67th Pl	50.00
	GED 58 (Madison Ave)	1908 NW 67th Pl	100.00
	GED 59 (Madison Ave)	1912 NW 67th Pl	50.00
	GED 60 (Spirited Investing LLC)	130 NW 14th Ave	300.00
	GED 61 (Dix-Peterson Properties)	8825 NW 13th St	600.00
Total Remaining Reserved Capacity 2014			1,650.00
CY 2015			
	GED 62 (Dix-Peterson Properties)	8825 NW 13th St	700.00
	GED 63 (Cheshire)	4603 NW 6th Street	50.00
	GED 64 (Cheshire)	4577 NW 6th ST	150.00
	GED 65 (Cheshire)	4579 NW 6th ST	50.00
	GED 66 (Cheshire)	4581 NW 6th St	50.00
	GED 67 (Cheshire)	4585 NW 6th St	50.00
	GED 68 (Cheshire)	1315 NW 53rd Ave	150.00
	GED 69 (Cheshire)	1325 NW 53rd Ave	75.00
	GED 70 (Cheshire)	1335 NW 53rd Ave	150.00
	GED 71 (Cheshire)	5111 NW 13th St	50.00
	GED 72 (Venture Realty)	200 SW 62nd Blvd	200.00
	GED 73 (Westside Baptist)	10000 W Newberry Rd - Main	450.00
	GED 74 (Westside Baptist)	10000 W Newberry Rd - Center	300.00
Total Remaining Reserved Capacity CY 2015			2,425.00
CY 2016			
	GED 80 (Butler-Lowes)*	3500 SW Archer Road	588.63
	GED 77 (Walker Furniture)	3413 SW 47TH AVE	375.00
	GED 79 (Butler)	3770 SW ARCHER ROAD	200.00
	GED 81 (Butler)	3101 SW 35TH ST	250.00
Total Remaining Reserved Capacity 2016			1,413.63
Total Remaining Reserved CY 2011-2016			9,393.25

EXHIBIT 3
 AMENDED SCHEDULE OF SOLAR FIT PROJECTS & CAPACITY RATINGS
 TO BE CONSTRUCTED BEFORE DECEMBER 31, 2010

		8/20/10 ejr
Year and Name of Project with Executed SEPA	Address	Capacity Kilowatts DC
CY 2009		
GED 1 - Cheshire	4613 NW 6th Street	61.74
GED 2 - Cheshire	4615 NW 6th St	64.68
GED 5 - Butler	3638 SW Archer Rd	258.72
GED 6 - Butler	3644 SW Archer Rd	258.72
GED 7 - Butler	3720 SW Archer Rd	535.92
GED 8 - Cheshire	4647 NW 6th St	70.56
GED 9 - Cheshire	4651 NW 6th ST	67.62
Total Currently Contracted Capacity CY 2009		1,317.96
CY 2010		
GED 10 - Butler	3736 SW Archer Rd	532.84
GED 13 - Saul Silber	2305 NW 13th St	135.52
GED 14 - Saul Silber	14 S. Main St	58.52
GED 15 - Saul Silber	2772 NW 43rd St	70.84
GED 18 - Venture Reality	490 NW 60th ST	104.72
GED 53 (United Trucking)*	2121 NW 67th PI	690.60
GED 83 (Butler)*	3910-3968 SW ARCHER ROAD	200.00
GED 84 (Butler)*	3202-3214 SW 35TH BLVD	248.00
Total Currently Contracted Capacity CY 2010		2,041.04
Total CY 2009 2010		3,359.00

* Projects advanced from 2016 for which SEPA is pending as of 8/20/10