

AMENDMENT #2 TO SOLAR POWER PURCHASE AGREEMENT

This Amendment #2 is entered into this _____ of _____ (the “Effective Date”), between Readington Solar PV LLC (hereinafter referred to as the “Developer”) and the Readington Township Board of Education (hereinafter referred to as the “Buyer”).

WHEREAS, the Buyer and Developer (hereinafter referred to individually as a “Party” and collectively as “Parties”) entered into a Solar Power Purchase Agreement dated September 23, 2016 as amended by Amendment #1 thereto dated as of May 25, 2017 (hereinafter referred to as the “Existing Agreement”);

WHEREAS, the Parties desire to further amend the Agreement to reflect the final as-built design;

NOW, THEREFORE, the parties mutually agree as follows:

1. Capitalized terms used in this Amendment #2 and not defined herein have the meanings assigned to them in Existing Agreement. The Recitals are incorporated into this Amendment #2.
2. The Original Agreement is hereby amended as follows:
 - a) By striking Exhibit B and replacing it with Exhibit B attached hereto.
 - b) By striking Exhibit C and replacing it with Exhibit C attached hereto.
 - c) By striking Exhibit K and replacing it with Exhibit K attached hereto.
3. Entire Agreement; Governing Law. This Amendment #2 shall be governed by the laws of the State of New Jersey.
4. Authority. Each Party represents and warrants to the other Party that it has the power, right and authority to enter into this Amendment #2 and to consummate the transactions contemplated hereby.
5. The Parties may execute this Amendment #2 in counterparts, which shall, in the aggregate, when signed by both Parties constitute one and the same instrument; and, thereafter, each counterpart shall be deemed an original instrument as against any Party who has signed it. Delivery of an executed counterpart of this Amendment #2 by facsimile transmission or by other electronic transmission shall be effective as delivery of a manually executed counterpart of this Amendment #2.

6. Except as modified and amended in this Amendment #2, the Existing Agreement remains in full force and effect, and the Parties hereby ratify and re-affirm the Existing Agreement in all respects.

[signatures follow]

IN WITNESS WHEREOF, the Parties have executed this Amendment #2 as of the date first above written.

Buyer:

Developer

READINGTON TOWSHIP
BOARD OF EDUCATION

READINGTON SOLAR PV LLC

By: _____

By: Ameresco, Inc., its sole member

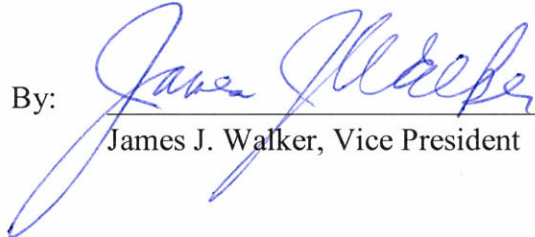
By: 
James J. Walker, Vice President

EXHIBIT B

PRELIMINARY DESCRIPTION OF FACILITIES

Name: Facility 1:Holland Brook School

Address: 52 Readington Road, Readington, NJ 08889

The final Facilities Description shall be the final As-Built drawings to be provided after Commercial Operation Date. The information below is preliminary and subject to change.

General Facilities Description:

1. Facilities Size DC:	641.52 kW_DC at STC capacity
2. Facilities Size AC:	492 kW_AC

Solar PV Panels:

1. Manufacturer:	Heliene
2. Model Number:	Heliene – 72M360
3. Module Wattage:	360W
4. Panel Count:	1,782
5. Type:	Monocrystalline 72-cell Modules
6. Array tilt:	25 degrees
7. Warranty Information:	Free from defects in materials and workmanship for 10 years, 97.5% minimum production on year 1, and 25 year linear power output with 80% minimum production at year 25.

Inverters:

1. Manufacturer:	Yaskawa Solectria
2. Model Number:	PVI-28TL-480, PVI-36TL-480, PVI-60TL-480
3. Number and size to be installed:	(2) 36 kW inverters (7) 60 kW inverters
4. String size and Quantity:	18 panels per string with 99 total strings.
5. Warranty Information:	10 Year standard warranty

Mounting Facilities:

1. Manufacturer:	Genmounts
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2. Model Number:	Vector 1.0 post-driven
3. Type:	Ground Mounted -Pole Driven

Data Acquisition Facilities (DAS):

1. Manufacturer: Draker Energy
2. Model: Draker PV 250 Base Station or equivalent

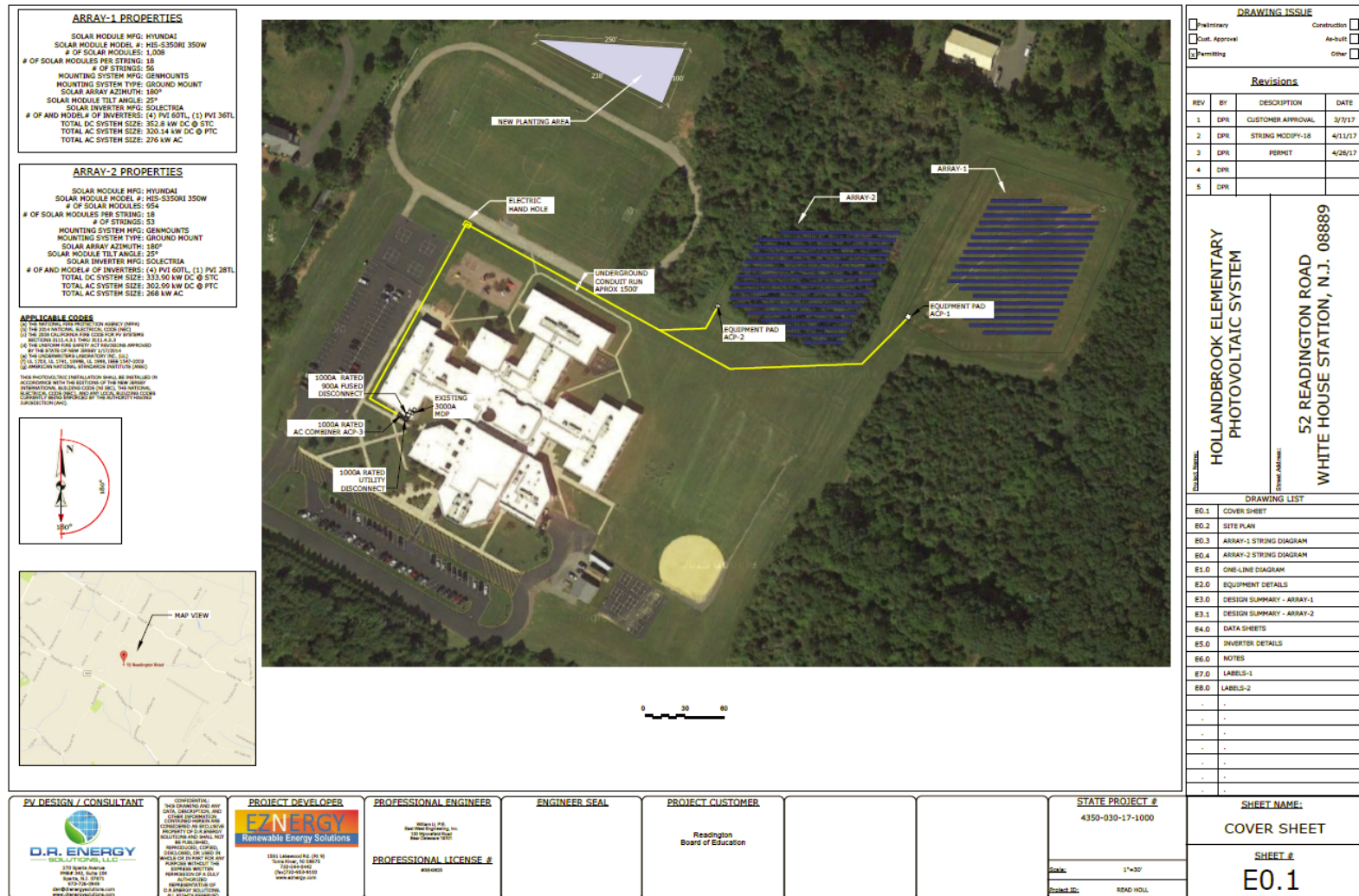
Landscaping:

A specific landscaping layout will be developed for the Holland Brook School that will allocate a portion of the \$10,000 landscaping budget to tree replanting in the triangular area north of the track field and as designated in the orange boxes on the Conceptual Layout in Exhibit D. The plan will be a habitat-oriented planting plan developed in consultation with the Buyer. The replanted area will be enclosed by a wildlife resistant fence.

The \$10,000 budget includes both Readington Middle School and Holland Brook School. If the Buyer requests landscaping in excess of the landscaping that can be supported by the Developer's \$10,000 budget, the Developer shall be entitled to increase the Electricity Price for each \$10,000 of additional costs in accordance with the following:

For each increase in landscaping costs of \$10,000 in excess of the Developer's \$10,000 landscaping budget	Electricity Price Change
For each \$10,000 increment	\$0.0005/kWh

Solar PV Facilities Layout:



Electrical Facilities Layout:

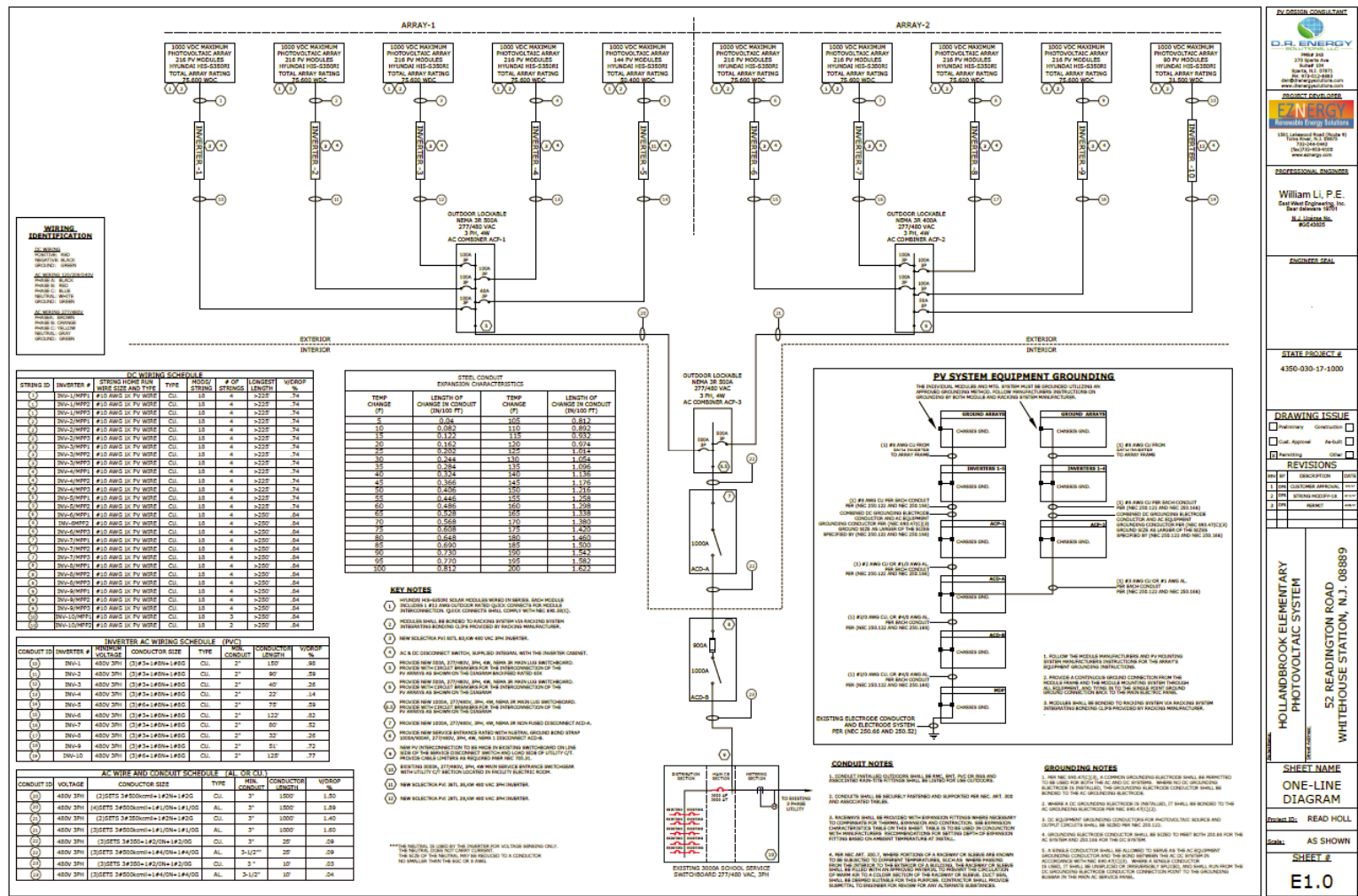


EXHIBIT B

PRELIMINARY DESCRIPTION OF FACILITIES

Name: Facility 2:Readington Middle School

Address: 52 Readington Road, Readington, NJ 08889

The final Facilities Description shall be the final As-Built drawings to be provided after Commercial Operation Date. The information below is preliminary and subject to change.

General Facilities Description (rooftop):

3.	Facilities Size DC:	162.0 kW_DC at STC capacity
4.	Facilities Size AC:	132 kW_AC

General Facilities Description (ground mount):

5.	Facilities Size DC:	129.6 kW_DC at STC capacity
6.	Facilities Size AC:	110 kW_AC

(For the purpose of the Guaranteed kWh, the rooftop and the ground mount will be deemed one facility).

Solar PV Panels (rooftop):

8.	Manufacturer:	Heliene
9.	Model Number:	Heliene – 72M360
10.	Module Wattage:	360W
11.	Panel Count:	450
12.	Type:	Monocrystalline 72-cell Modules
13.	Array tilt:	5 degrees
14.	Warranty Information:	Free from defects in materials and workmanship for 10 years, 97.5% minimum production on year 1, and 25 year linear power output with 80% minimum production at year 25.

Solar PV Panels (ground mount):

15.	Manufacturer:	Heliene
16.	Model Number:	Heliene – 72M360

17. Module Wattage:	360W
18. Panel Count:	360
19. Type:	Monocrystalline 72-cell Modules
20. Array tilt:	25 degrees
21. Warranty Information:	Free from defects in materials and workmanship for 10 years, 97.5% minimum production on year 1, and 25 year linear power output with 80% minimum production at year 25.

Inverters (rooftop):

6. Manufacturer:	Yaskawa Solectria
7. Model Number:	PVI-36TL-480, PVI-60TL-480
8. Number and size to be installed:	(2) 36 kW inverters and (1) 60 kW inverter
9. String size and Quantity:	18 and Quantity 25
10. Warranty Information:	10 Year standard warranty

Inverters (ground mount):

11. Manufacturer:	Yaskawa Solectria
12. Model Number:	PVI 50-TL, PVI 60-TL
13. Number and size to be installed:	(1) 50 kW inverter and (1) 60 kW inverters
14. String size and Quantity:	18 and Quantity 20
15. Warranty Information:	10 Year standard warranty

Mounting Facilities (rooftop):

4. Manufacturer:	Genmount
5. Model Number:	Genmounts LT
6. Type:	Ballasted Solar Racking

Mounting Facilities (ground mount):

7. Manufacturer:	Genmounts
8. Model Number:	Vector 1.0 post-driven
9. Type:	Ground Mounted -Pole Driven

Data Acquisition Facilities (DAS):

3. Manufacturer: Draker Energy
4. Model: Draker PV 250 Base Station or equivalent

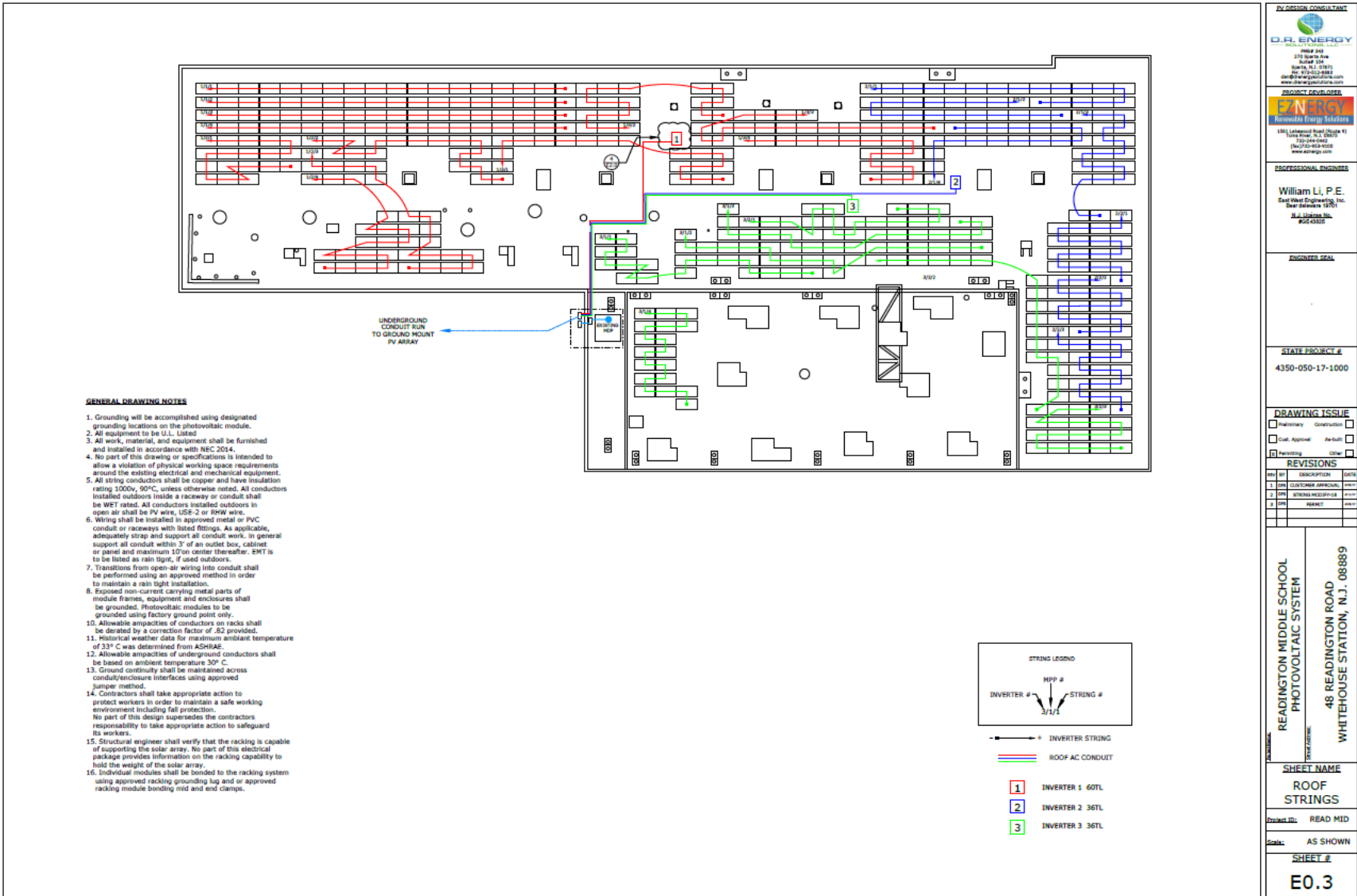
Landscaping:

A landscaping layout will be developed for the Readington Middle School that will allocate a portion of the \$10,000 landscaping budget to screen the ground array in the front of the school where the buses currently park, by planting on the East along the driveway and the South along Readington Road, as portrayed in the orange boxes on the Conceptual Layout in Exhibit D. The landscaping will include a diverse mixture of plantings and will not consist of a monotype of a single species of plant.

The \$10,000 budget includes both Readington Middle School and Holland Brook School. If the Buyer requests landscaping in excess of the landscaping that can be supported by the Developer's \$10,000 budget, the Developer shall be entitled to increase the Electricity Price for each \$10,000 of additional costs in accordance with the following:

For each increase in landscaping costs of \$10,000 in excess of the Developer's \$10,000 landscaping budget	Electricity Price Change
For each \$10,000 increment	\$0.0005/kWh

Solar PV Facilities Layout (Rooftop):



Solar Facilities Layout (Ground mount):

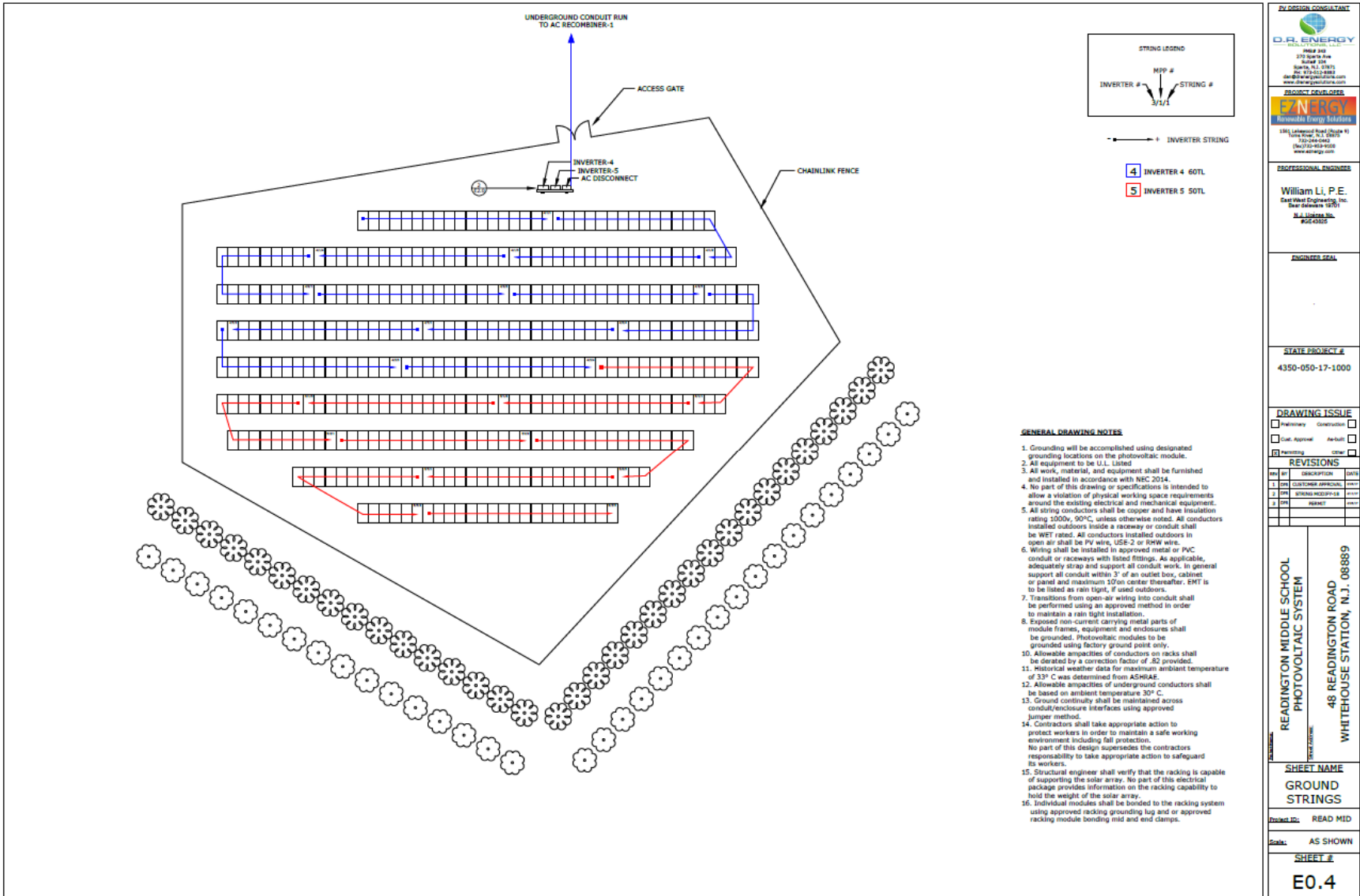


EXHIBIT B

PRELIMINARY DESCRIPTION OF FACILITIES

Name: Three Bridges Elementary School

Address: 480 Main Street, Readington, NJ 08887

The final Facilities Description shall be the final As-Built drawings to be provided after Commercial Operation Date. The information below is preliminary and subject to change.

General Facilities Description:

7.	Facilities Size DC:	136.08 kW_DC at STC capacity
8.	Facilities Size AC:	108 kW_AC

Solar PV Panels:

22.	Manufacturer:	Heliene
23.	Model Number:	Heliene – 72M360
24.	Module Wattage:	360W
25.	Panel Count:	378
26.	Type:	Monocrystalline 72-cell Modules
27.	Array tilt:	5 degrees (flat roof) and 6.5 degrees (pitched)
28.	Warranty Information:	Free from defects in materials and workmanship for 10 years, 97.5% minimum production on year 1, and 25 year linear power output with 80% minimum production at year 25.

Inverters:

16.	Manufacturer:	Yaskawa Solectria
17.	Model Number:	PVI 36-TL
18.	Number and size to be installed:	(3) PVI 36-TL
19.	String size and Quantity:	18 and Quantity of 21
20.	Warranty Information:	10 Year standard warranty

Mounting Facilities:

10. Manufacturer:	Genmounts
11. Model Number:	Gemounts LT , Genmounts FastPitch
12. Type:	Ballasted Rooftop, Pitched Rooftop

Data Acquisition Facilities (DAS):

- 5. Manufacturer: Draker Energy
- 6. Model: Draker PV 250 Base Station or equivalent

STRING LEGEND

INVERTER NUMBER
STRING NUMBER

ROOF AC CONDUIT
UNDERGROUND AC CONDUIT
ROOF CONTACTOR AC CONDUIT

1 INVERTER 1 - 36TL
2 INVERTER 2 - 36TL
3 INVERTER 3 - 36TL

GENERAL DRAWING NOTES

- Grounding will be accomplished using designated grounding locations on the photovoltaic module.
- All equipment to be U.L. Listed
- All work, material, and equipment shall be furnished and installed in accordance with NEC 2014.
- No part of this drawing or specifications is intended to allow a violation of physical working space requirements around the existing electrical and mechanical equipment.
- All string conductors shall be copper and have insulation rating 1500V, 90°C, unless otherwise noted. All conductors installed outdoors inside a raceway or conduit shall be WET rated. All conductors installed outdoors in open air shall be PV wire, USE-2 or RHW wire.
- Wiring shall be installed in approved metal or PVC conduit or raceways with listed fittings. As applicable, adequate support and support all conduit work, in general support all conduit within 3' of an outlet box, cabinet or panel and maximum 15' on center thereafter. RWT is to be listed as rain tight, if used outdoors.
- Transitions from open air wiring into conduit shall be performed using an approved method in order to maintain a rain tight installation.
- Exposed non-current carrying metal parts of module frames, equipment and enclosures shall be grounded. Photovoltaic modules to be grounded using factory ground point only.
- Allowable ampacities of conductors on racks shall be derated by a correction factor of .82 provided.
- Historical weather data for maximum ambient temperature of 33° C was determined from A509426.
- Allowable ampacities of underground conductors shall be based on ambient temperature 30° C.
- Ground continuity shall be maintained across conduit/enclosure interfaces using approved jumper method.
- Contractors shall take appropriate action to protect workers in order to maintain a safe working environment including fall protection.
- No part of this design supersedes the contractors responsibility to take appropriate action to safeguard its workers.
- Structural engineer shall verify that the racking is capable of supporting the solar array. No part of this electrical package provides information on the racking capability to hold the weight of the solar array.
- Individual modules shall be bonded to the racking system using approved racking grounding lug and or approved racking module bonding rib and end clamps.

Electrical Facilities Layout:

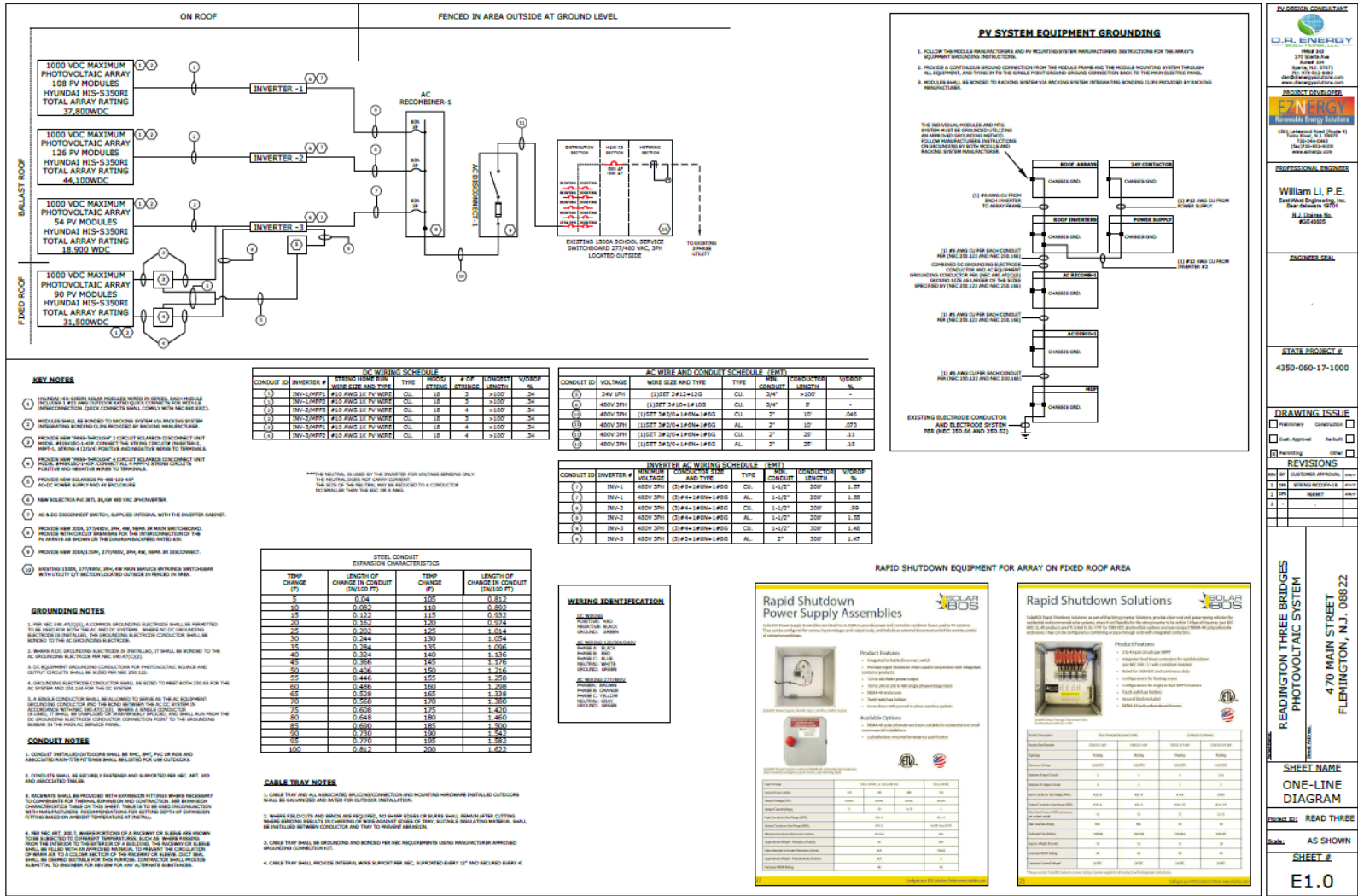


EXHIBIT C

AGREEMENT PROVISIONS

<u>Annual Facilities Degradation Factor</u>	<u>0.5%</u>
<u>EDC</u>	<u>Jersey Central Power and Light</u>
<u>Buyers Representative</u>	<u>The Buyer's Representative shall be Gabel Associates. Developer shall direct all communications and requests for information to Buyer through the Buyer's Representative at all times until the point of Commercial Operation of all of the Facilities.</u>

Electricity Price

Readington Board of Education		
Electricity Price		
First Year Rate (\$/kWh)	\$	0.06799
Annual Rate Escalator		1.99%
Year	Electricity Price	
	(\$/kWh)	
1		0.06799
2		0.06934
3		0.07072
4		0.07213
5		0.07357
6		0.07503
7		0.07652
8		0.07805
9		0.07960
10		0.08118
11		0.08280
12		0.08445
13		0.08613
14		0.08784
15		0.08959

Guaranteed kWh: [on a per facility basis]

<u>True Up Term Years</u>	<u>Holland Brook School Guaranteed kWh</u>
<u>Years 1-5</u>	<u>3,698,375</u>
<u>Years 6-10</u>	<u>3,606,836</u>
<u>Years 11-15</u>	<u>3,517,562</u>

<u>True Up Term Years</u>	<u>Readington Middle School Guaranteed kWh</u>
<u>Years 1-5</u>	<u>1,584,113</u>
<u>Years 6-10</u>	<u>1,544,904</u>
<u>Years 11-15</u>	<u>1,506,666</u>

<u><i>True Up Term Years</i></u>	<u><i>Three Bridges School Guaranteed kWh</i></u>
<u><i>Years 1-5</i></u>	<u><i>705,997</i></u>
<u><i>Years 6-10</i></u>	<u><i>688,523</i></u>
<u><i>Years 11-15</i></u>	<u><i>671,481</i></u>

EXHIBIT K

Holland Brook School Ground Mount



Caution: Photovoltaic system performance predictions calculated by PVWatts include many inherent assumptions and uncertainties and do not reflect variations between PV technologies nor site-specific characteristics. Output is represented by NREL's inputs. For example, PV modules with better performance are not differentiated within PVWatts from lower performing modules. Both NREL and private companies provide more sophisticated PV modeling tools (such as the System Advisor Model at <http://sam.nrel.gov>) that allow for more precise and complex modeling of PV systems.

The expected range is based on 30 years of actual weather data at the given location and is intended to provide an indication of the variation you might see; for more information, please refer to this NREL report: [The Error Report](#).

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The energy output range is based on analysis of 30 years of historical weather data for monthly, and is intended to provide an indication of the possible interannual variability in generation for a fixed (open rack) PV system at this location.

RESULTS

830,121 kWh per Year *

System output may range from 798,494 to 869,552 kWh per year near this location.

Month	Solar Radiation (kWh / m ² / day)	AC Energy (kWh)	Energy Value (\$)
January	2.94	51,300	6,464
February	3.67	56,965	7,178
March	4.44	74,234	9,353
April	4.97	77,566	9,773
May	5.65	88,481	11,149
June	5.76	85,451	10,767
July	5.67	85,553	10,780
August	5.46	81,813	10,308
September	4.99	74,375	9,371
October	4.15	66,002	8,316
November	2.82	45,549	5,739
December	2.49	42,833	5,397
Annual	4.42	830,122	\$ 104,595

User Comments

Readington Holland Brook School

Location and Station Identification

Requested Location	Whitehouse Station New Jersey
Weather Data Source	(TMY2) NEWARK, NJ 31 mi
Latitude	40.7° N
Longitude	74.17° W

PV System Specifications (Residential)

DC System Size	841.52 kW
Module Type	Standard
Array Type	Fixed (open rack)
Array Tilt	25°
Array Azimuth	180°
System Losses	14%
Inverter Efficiency	96%
DC to AC Size Ratio	1.1

Economics

Average Cost of Electricity Purchased from Utility	0.13 \$/kWh
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Performance Metrics

Readington Middle School Rooftop



Cautions: Photovoltaic system performance predictions calculated by PVWatts include many inherent assumptions and uncertainties and do not reflect variations between PV technologies nor site-specific characteristics except as represented by PVWatts inputs. For example, PV modules with better performance are not differentiated within PVWatts from lower performing modules. Both NREL and private companies provide more sophisticated PV modeling tools (such as the System Advisor Model at <http://sam.nrel.gov>) that allow for more precise and complete modeling of PV systems.

The expected range is based on 30 years of actual weather data at the given location and is intended to provide an indication of the variation you might see. For more information, please refer to this NREL report: [The Error Report](#).

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The energy output range is based on analysis of 30 years of historical weather data for nearby , and is intended to provide an indication of the possible interannual variability in generation for a fixed (open rack) PV system at this location.

RESULTS

187,862 kWh per Year *

System output may range from 180,704 to 196,785 kWh per year near this location.

Month	Solar Radiation (kWh / m ² / day)	AC Energy (kWh)	Energy Value (\$)
January	2.17	9,293	1,171
February	2.96	11,394	1,436
March	3.90	16,338	2,059
April	4.73	18,572	2,340
May	5.65	22,227	2,801
June	5.93	21,966	2,768
July	5.73	21,714	2,736
August	5.29	19,879	2,505
September	4.48	16,755	2,111
October	3.39	13,462	1,696
November	2.17	8,624	1,087
December	1.83	7,637	962
Annual	4.02	187,861	\$ 23,672

User Comments

Readington Middle School Roof

Location and Station Identification

Requested Location	Whitehouse Station New Jersey
Weather Data Source	(TMY2) NEWARK, NJ 31 mi
Latitude	40.7° N
Longitude	74.17° W

PV System Specifications (Residential)

DC System Size	162 kW
Module Type	Standard
Array Type	Fixed (roof mount)
Array Tilt	5°
Array Azimuth	171°
System Losses	14%
Inverter Efficiency	96%
DC to AC Size Ratio	1.1

Economics

Average Cost of Electricity Purchased from Utility	0.13 \$/kWh
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Performance Metrics

Readington Middle School Ground Mount



CAUTION: Photovoltaic system performance predictions calculated by PVWatts include many inherent assumptions and uncertainties and do not reflect variations between PV technologies nor site-specific characteristics except as represented by PVWatts input. For example, PV modules with better performance are not differentiated within PVWatts from lower performing modules. Both NREL and private companies provide more sophisticated PV modeling tools (such as the System Advisor Model at <http://sam.nrel.gov>) that allow for more precise and complex modeling of PV systems.

The expected range is based on 30 years of actual weather data at the given location and is intended to provide an indication of the variation you might see. For more information, please refer to the NREL report: The Error Report.

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The energy output range is based on analysis of 30 years of historical weather data for nearby , and is intended to provide an indication of the possible interannual variability in generation for a fixed (open rack) PV system at this location.

RESULTS

167,701 kWh per Year *

System output may range from 161,312 to 176,887 kWh per year near this location.

Month	Solar Radiation (kWh / m ² / day)	AC Energy (kWh)	Energy Value (\$)
January	2.94	10,364	1,306
February	3.67	11,508	1,450
March	4.44	14,997	1,890
April	4.97	15,670	1,974
May	5.65	17,875	2,252
June	5.78	17,263	2,175
July	5.67	17,283	2,178
August	5.46	16,528	2,083
September	4.99	15,025	1,893
October	4.15	13,334	1,680
November	2.82	9,202	1,159
December	2.49	8,663	1,090
Annual	4.42	167,702	\$ 21,130

User Comments

Readington Middle School Ground

Location and Station Identification

Requested Location	Whitehouse Station New Jersey
Weather Data Source	(TMY2) NEWARK, NJ 31 mi
Latitude	40.7° N
Longitude	74.17° W

PV System Specifications (Residential)

DC System Size	129.6 kW
Module Type	Standard
Array Type	Fixed (open rack)
Array Tilt	25°
Array Azimuth	180°
System Losses	14%
Inverter Efficiency	96%
DC to AC Size Ratio	1.1

Economics

Average Cost of Electricity Purchased from Utility	0.13 \$/kWh
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Performance Metrics

Three Bridges Elementary School Rooftop



Caution: Photovoltaic system performance predictions calculated by NREL's PVWatts include many inherent assumptions and uncertainties and do not reflect variations between PV technologies nor site-specific characteristics except as represented by PVWatts inputs. For example, PV modules with better performance are not differentiated within PVWatts from lower performing modules. Both NREL and private companies provide more sophisticated PV modeling tools (such as the System Advisor Model at <http://sam.nrel.gov>) that allow for more precise and complex modeling of PV systems.

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The energy output range is based on analysis of 30 years of historical weather data for nearby, and is intended to provide an indication of the possible interannual variability in generation for a fixed (open rack) PV system at this location.

RESULTS

158,465 kWh per Year *

System output may range from 152,429 to 165,992 kWh per year near this location.

Month	Solar Radiation (kWh / m ² / day)	AC Energy (kWh)	Energy Value (\$)
January	2.20	7,914	997
February	2.98	9,652	1,216
March	3.92	13,793	1,738
April	4.74	15,638	1,970
May	5.66	18,690	2,355
June	5.93	18,451	2,325
July	5.74	18,260	2,301
August	5.30	16,730	2,108
September	4.50	14,135	1,781
October	3.42	11,394	1,436
November	2.19	7,310	921
December	1.85	6,499	819
Annual	4.04	158,466	\$ 19,967

User Comments

Readington Three Bridges

Location and Station Identification

Requested Location	Whitehouse Station New Jersey
Weather Data Source	(TMY2) NEWARK, NJ 31 mi
Latitude	40.7° N
Longitude	74.17° W

PV System Specifications (Residential)

DC System Size	136.08 kW
Module Type	Standard
Array Type	Fixed (roof mount)
Array Tilt	5.5°
Array Azimuth	181°
System Losses	14%
Inverter Efficiency	96%
DC to AC Size Ratio	1.1

Economics

Average Cost of Electricity Purchased from Utility	0.13 \$/kWh
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Performance Metrics

Execution Copy

For the Weather Adjustment Factor = X/Y , the monthly insolation values for X, from PVWatts, are:

Holland Brook Middle School:

Month	Solar Radiation (kWh / m ² / day)
January	2.94
February	3.67
March	4.44
April	4.97
May	5.65
June	5.78
July	5.67
August	5.46
September	4.99
October	4.15
November	2.82
December	2.49

Readington Middle School:

Month	Solar Radiation (kWh / m ² / day)
January	2.17
February	2.96
March	3.90
April	4.73
May	5.65
June	5.93
July	5.73
August	5.29
September	4.48
October	3.39
November	2.17
December	1.83

Three Bridges School:

Month	Solar Radiation (kWh / m ² / day)
January	2.20
February	2.98
March	3.92
April	4.74
May	5.66
June	5.93
July	5.74
August	5.30
September	4.50
October	3.42
November	2.19
December	1.85

Sample annual Weather Adjustment Factor X/Y calculation for Three Bridges School:

Month	Actual Measured Insolation (X)	Estimated Insolation from PVWatts (Y)	X/Y
January	2.13	2.12	1.00
February	2.6	2.89	0.90
March	3.64	3.84	0.95
April	4.69	4.69	1.00
May	5.6	5.63	0.99
June	5.9	5.9	1.00
July	5.89	5.72	1.03
August	5.3	5.25	1.01
September	4.12	4.42	0.93
October	3.1	3.31	0.94
November	2.09	2.09	1.00
December	1.65	1.77	0.93
Average Annual Weather Adjustment Factor			0.97