

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

MIDDLESEX COUNTY UTILITIES AUTHORITY

By: _____

CPV SHORE, LLC

By: _____

EXHIBITS AND SCHEDULES

EXHIBIT A – SERVICE FEE SCHEDULE

EXHIBIT B – PROJECT CONCEPT PLAN

EXHIBIT C – FORM OF LETTER OF CREDIT

EXHIBIT D – PROJECT BUDGET

EXHIBIT E – PRELIMINARY PROJECT SCHEDULE

EXHIBIT F – DESCRIPTION OF THE PROJECT PROPERTY

SCHEDULE A – CPV REPRESENTATIVE

Initial CPV Representative:

Jon Donovan, Vice President
Competitive Power Ventures, Inc.
50 Braintree Hill Office Park
Suite 300
Braintree, Massachusetts 02184

EXHIBIT A - SERVICE FEE SCHEDULE

EXHIBIT B - PROJECT CONCEPT PLAN

EXHIBIT C
FORM OF LETTER OF CREDIT

EXHIBIT D – PROJECT BUDGET

[To be prepared post-execution of Agreement as set forth in Section 2.05 of the Agreement]

EXHIBIT E – PRELIMINARY PROJECT SCHEDULE

[To be prepared post-execution of Agreement as set forth in Section 3.01 of the Agreement]

EXHIBIT F – DESCRIPTION OF THE PROJECT PROPERTY

8237062v8