

By selecting this Service, Customer hereby grants APM authority to act and make decisions on behalf of Customer (both according to the Risk Controls established between APM and Customer, and consistent with the underlying contracts between Customer and its counterparties), as its agent, to sell the natural gas and natural gas derivatives and to purchase natural gas and natural gas derivatives in accordance with Customer's direction and the Risk Controls. Further, APM will be responsible for implementing strategies to minimize gas pipeline imbalance costs. Where applicable, Customer shall specify in a "Daily Notice" the purchase or sale requirements of natural gas, which include the (i) period(s); (ii) time; (iii) quantity(ies); and (iv) delivery and/or receipt points. Such Daily Notice shall be delivered in advance by Customer. Such delivery shall be by facsimile transmission or other electronic means prior to eight o'clock (8:00) a.m. Eastern Standard Time on the day before such natural gas will be available, and at such other times Customer may deem appropriate. Customer and APM shall mutually agree, in writing, on the means of altering or changing the Daily Notice. If Customer revises (on a timely basis, pursuant to standard pipeline practices for the region the Customer operates within), for any twenty-four (24) hour period, a Daily Notice previously delivered by Customer, to less than the level that APM has scheduled, APM shall attempt, on Customer's behalf, to purchase from the market, for those twenty-four (24) hour periods, replacement natural gas to cover the shortfall caused by the revision to the extent that such shortfall would prevent the performance of any firm transaction. If Customer revises (on a timely basis, pursuant to standard pipeline practices for the region the Customer operates within), for any twenty-four (24) hour period, a Daily Notice previously delivered by Customer, to more than the level that APM has scheduled, then APM shall attempt, on Customer's behalf, to sell in the market, for those twenty-four (24) hour periods, such excess natural gas.

- 5) Demand-Side or Load Management Operations: APM will execute and administer certain specified operations such as; water heater, air conditioner, or irrigation control, real time retail pricing notification or buy through programs, or behind the meter generation operations.
- 6) Short-Term Load Forecasting: APM will perform and provide load forecasting for next hour, day, and week to support short-term portfolio optimization and dispatch model input.
- 7) Native Load Scheduling: APM will provide native load scheduling as a premium Service for a Customer whose portfolio is constructed in a manner that virtually each and every resource must be scheduled and tagged for each and every hour.
- 8) Native Load Following: APM will provide native load following service to minimize hourly deviations between supply and demand so as to minimize imbalance costs.

- 9) Unit Dispatching, Generation Offering, and Dynamic Scheduling: APM will provide unit dispatch orders, generation offer strategies, and managing dynamic scheduling arrangements.
- 10) Dispatch Modeling: APM will custom-build proprietary dispatch models to assist in the short-term optimization of the Customer's portfolio.
- 11) Delegated Electric Reliability Standard Compliance: For those operations where APM fulfills functions that directly satisfy Customer's requirement to comply with a reliability standard promulgated by either the North American Electric Reliability Corporation or one of the regional reliability organizations, APM will ensure that APM's activities on behalf of Customer are in compliance with such electric reliability standards.
- 12) Real Time Data Management: Real time data acquisition is a critical component of short-term optimization. The data comes from the Customer's SCADA or EMS system, but its accuracy must be maintained in order to support accurate optimization of resources. APM will provide this Service to validate data accuracy and notify the Customer of data inaccuracies. APM shall not be responsible or obligated to do physical meter or SCADA/EMS repairs to correct inaccuracies.
- 13) Coal and Emissions Strategy Development: APM will assist in developing coal supply, coal transportation and emission management strategies and creating action plans for the implementation of the strategies. APM will also assist in the implementation of risk management strategies for coal supply, coal transportation and emission management. APM will perform this service based on the time horizon and responsibilities that it has been granted by the Customer. The Customer's internal risk management committee approves specific execution strategies and risk tolerance and APM is delegated responsibility to oversee, execute and administer the strategies in accordance with established Risk Controls.

B. Financial Trading

- 1) Financial Trading: APM will provide execution services for financial natural gas trading and other exchange traded commodities such as fuel oil. Trading will be based on APM's delegated trading authority pursuant to the Risk Controls and consistent with the overall portfolio execution strategies developed under the Portfolio Execution Strategy Development and Administration Service above in Section II. A.
- 2) Gas Service Consulting: APM will provide consulting services, to include a variety of general services including gas transportation decision making, issues around new plants, transportation contract negotiations, pipeline offers, supply RFP services, etc.

- 3) Coal and Emission Trading: APM will provide coal and emission risk management including strategy and transaction execution services. APM will provide execution services for exchange traded financial coal transactions and over the counter coal and emission financial transactions. Trading will be based on APM's delegated trading authority pursuant to the Risk Controls and consistent with the overall portfolio execution strategies developed under the Portfolio Execution Strategy Development and Administration Service above in Section II. A. 1.
- 4) Renewable Strategy, Analysis and Transactions: APM will provide renewable/alternative energy risk management including strategy and transaction services. APM will provide execution services for renewable/alternative energy transactions. APM will assist Customer in meeting requirements for Federal or State mandatory Renewable Portfolio Standards (RPS). APM will also provide similar services for voluntary renewable strategies or transactions. Transactions will be based on APM's delegated trading authority pursuant to the Risk Controls and consistent with the overall renewable execution strategies developed for and approved by each Customer.

C. Transmission and Market Development

- 1) Power Transmission Scheduling and Tagging (Energy Execution Service): APM will provide physical scheduling and tagging of trading activities.
- 2) Transmission Analysis (Non-FTR): APM will provide physical transmission analysis of availability for the short, mid, and long-term planning horizons in connection with the Customer's energy strategy. Analyses include the review of transmission availability posting on OASIS (or similar system), secondary offerings from owners of confirmed transmission rights, and the optionality of existing transmission rights.
- 3) Regulatory Participation: APM will participate, on behalf of the Customer, in the rules making process with existing and emerging RTO's/ISOs. Committee representations range from credit issues to treatment of grandfathered transmission agreements.
- 4) Reporting: All APM departments providing Services in this Section II will be responsible for reporting trading and operational activities, market trends, ISO/RTO developments, and other Customer specific information to meet the Customer's needs. Other customized reports will be prepared at the Customer's request and, at APM's option, at Customer's cost.

III. Settlements:

A. Settlements

- 1) **Bilateral Power and Transmission Settlements:** APM will perform the back office settlement services including verifying/confirming with each external counterparty the total units and dollar value of transactions on all purchases and sales that are to be billed during the month for power or transmission service. This process will be performed for physical energy, transmission transactions, broker fees, capacity, and financial transactions. The process will be completed with the preparation of invoices and reporting of the information to the Customer.
- 2) **Bilateral Natural Gas, Transportation Settlements:** APM will perform back office settlements that will include verifying/confirming with each external counterparty the total units and dollar value of transactions on all purchases and sales that are to be billed during the month for natural gas or transportation service. This process will be performed for physical gas, transportation transactions, broker fees, capacity, and financial transactions. The process will be completed with the preparation of invoices and reporting of the information to the Customer.
- 3) **RTO/ISO Pool Settlements:** APM will provide ISO/RTO settlement services, which is a process that assigns financial charges and credits to the Customer as a “Market Participant” (MP) and /or as an “Asset Owner” (AO) based upon the Customer’s specific participation in the day-ahead energy, real time and financial transmission rights (FTR) markets. APM’s process will enable the Customer to review and validate the charges and credits the Customer will be billed on future invoice statements. It will provide the Customer with an opportunity to file disputes on potential disputed amounts. It will provide a mechanism for the Customer to compare charges and credits to its own shadow settlement system. The settlements will be performed pursuant to each ISO/RTO’s unique operating requirements and rules.
- 4) **Energy Imbalance Validation:** APM will provide energy imbalance validation services including analysis and verification of energy imbalance invoices from non-ISO/TRO transmission providers.
- 5) **Reporting:** APM will provide standardized reports to meet the Customer’s needs. Other customized reports will be prepared at the Customer’s request and, at APM’s option, at Customer’s cost.

IV. Portfolio Modeling and Risk Analytics Cluster:

A. Portfolio Modeling and Transaction Analysis

- 1) **Standard Portfolio Modeling and Risk Analytics:** APM will provide a portfolio model as a tool designed to provide the Customer with a comprehensive analysis

of key power supply risk drivers. The model will provide risk analytics and quantification in order to:

- i) Demonstrate cost and risk tradeoffs associated with hedging strategies;
- ii) Assist in determining the best fit for various portfolio products (base, intermediate, or peaking);
- iii) Identify risk exposure to normal and stress events;
- iv) Support management and board of director risk reporting responsibilities;
- v) Support budgeting and communicating uncertainties around the budget; and
- vi) Assist in establishing the risk tolerance of the organization.

Risks currently incorporated into the model include: unit outages, power price volatility, natural gas price volatility, native load variability, and sales obligations. Risks that are being added to the model include coal price volatility, emission allowance price volatility, hydro and wind generation characteristics, and congestion price risk. The model can be used for periods of 1 to 5 years, depending on the Customer's use and APM's integration with the Customer's power supply planning process.

- 2) FTR/CRR Evaluations: APM will evaluate financial transmission rights or congestion revenue rights for the Customer that participates in an ISO/RTO pool market that offers these hedging tools. APM will utilize a fundamental supply and demand model linked to a transmission simulation model to develop FTR/CRR evaluations and hedging strategies.
- 3) Pricing Evaluation – Standard/Structured Products: APM will provide analysis from its proprietary models developed by or for APM to value standard and structured products. These evaluations are typically for terms of 5 years or less. Lack of market liquidity and the extensive use of complex structured products create the need to evaluate the pricing terms of transactions. Pricing evaluations are used to assist in contract negotiations.
- 4) Integration with Enterprise Risk Management: APM in conjunction with its enterprise risk management alliance partner, MCR Performance Solutions, will offer the tools to support an enterprise risk management program. MCR offers a financial forecasting model that provides risk measurement and analytics around the financial metrics of the Customer. These metrics include probabilistic measures of meeting budgets, margins, TIER, DSCR, rates, working cash flow, etc. APM's portfolio model output serves as an important input into MCR's financial forecasting model.
- 5) Customer Planning Model Reconciliation: APM will perform this Service for a Customer that would like to reconcile APM's portfolio model with the Customer's long-term planning models. There can be numerous differences based on inputs and assumptions and the fee for this Service is based on the difficulty and time required on behalf of APM to determine any differences.

- 6) Long-Term Generation and Transmission Planning Studies: APM will provide evaluations and risk analytics for long-term generation and transmission projects on an as requested basis. Various models including a fundamental locational marginal pricing (LMP) load flow supply/demand price-forecasting model, forward price curves, and proprietary simulation models support generation evaluations. APM utilizes a fundamental supply and demand model linked to a transmission simulation model to develop FTR/CRR evaluations and hedging strategies.
- 7) Reporting: APM will develop numerous written reports providing recommendations, advice, information or evaluations, data requests, monthly risk reports and other consultation as necessary to meet the Customer's needs. Other customized reports will be prepared at the Customer's request and, at APM's option, at Customer's cost.

V. Ad Hoc Consulting, State Regulatory Participation and Other Services:

- 1) Ad Hoc Consulting: Upon request, and subject to its expertise, APM can perform consulting services for Customer. All consulting services provided by APM, whether on a fixed fee, monthly, hourly, or gratuitous basis, that are not specifically outlined in this Exhibit A shall nevertheless be performed under the terms and conditions of this Agreement. All consulting services will be charged at APM's current consulting rates or as otherwise agreed upon between APM and Customer.
- 2) State Regulatory Participation: APM will participate in State regulatory proceedings, rate cases, etc. upon the request of Customer and at APM's standard consulting rates, as applicable.
- 3) Coal and Emission Control Consulting Services: APM will provide consulting to include a variety of general services including coal transportation decision making, issues around new plants or modifications of older plants for changes in fuel supply or need to meet environmental regulations, RFP services, etc.
- 4) Legislative Initiative Participation: APM will participate in Federal, Regional, State and Local proceedings that represent the Customer's interests for coal transportation and/or environmental management.
- 5) Cost Allocation Settlement Model: APM will develop a customized cost allocation model and provide ongoing analysis services. The cost allocation model offers flexibility in modeling resources and contracts, Customer objectives and operational constraints. The model also incorporates rule-based and cost-benefit allocation methodologies including (i) unit/contract commitment; (ii) unit/contract dispatch; (iii) unit/contract provision of ancillary services and ancillary requirements; (iv) bilateral trades; (v) market settlement data; and (vi)

invoicing and adjustments. Using Customer's data such as (i) load; (ii) resource availability; (iii) data from jointly-owned resources; (iv) price data; (v) fuel cost data; (vi) transaction data; (vii) settlement data; (viii) invoices; and (ix) reporting posted to APM's secure website, APM will provide analysis at the agreed desired frequency.

- 6) Other Services: APM will perform for Customer such other services as agreed upon by Customer and APM and as described below:
 - Summary of Activities: APM will provide a summary of purchase and sale activities from its scheduling system to assist Customer with settlements.

VI. Customer Service Fees:

During the Term of this SA, Customer shall pay to APM the following Service Fees:

- 1) Implementation Service Fee: As a retainer for the implementation of services and to keep APM in the ready state for the above mentioned services, Customer shall pay to APM total implementation fees ("Implementation Service Fee") of [REDACTED] (\$ [REDACTED]) following the execution of this SA payable in two (2) equal installments of [REDACTED] (\$ [REDACTED]); (a) [REDACTED] (\$ [REDACTED]) due and payable on or before the first business day of the month following [REDACTED] and (b) [REDACTED] (\$ [REDACTED]) due and payable on or before the first business day of the following month.
- 2) Fixed Annual Service Fee: Upon initiation of scheduling services by Customer once scheduling services have begun following [REDACTED], Customer shall pay APM a fixed monthly fee ("Service Fee") in the amount of [REDACTED] (\$ [REDACTED]) due and payable on or before the first business day of the month following Customer's execution of a PPA. Thereafter, for all subsequent years the fixed annual Service Fee shall increase at a rate of 6% per annum commencing with the first payment of the new year.

IN WITNESS WHEREOF, the Parties have caused this Exhibit A to the Service Agreement to be executed and delivered as of the effective date.

By: [Signature]
Name: David J. Tudor
Title: President & CEO
Date: August 31, 2012

By: [Signature]
Name: Stephen A. Allison
Title: Manager and CEO
Date: August 31, 2012

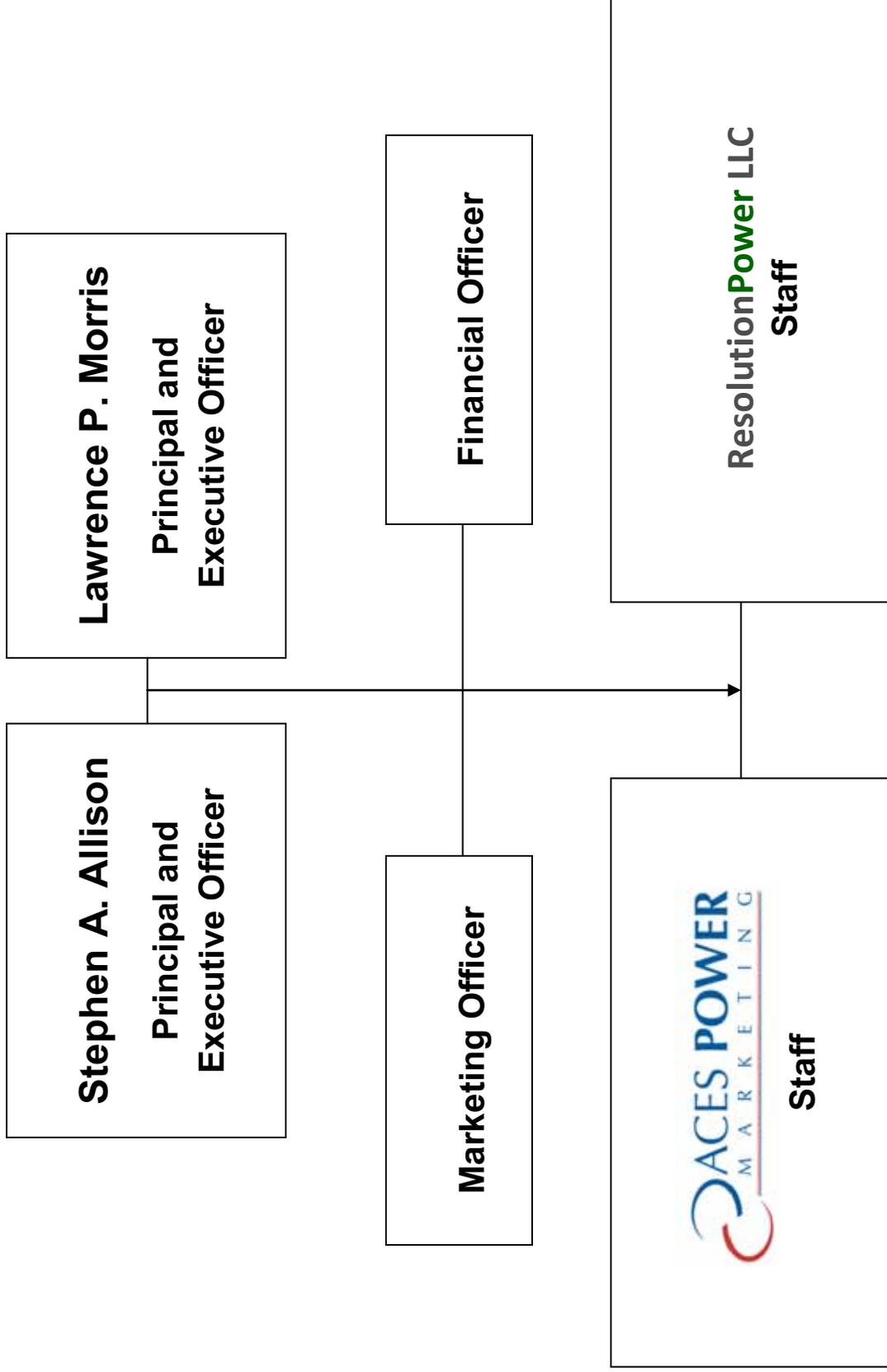
ATTACHMENT I

Managerial Qualifications

of

Resolution Power LLC

ResolutionPower LLC
ORGANIZATION CHART





SUMMARY:

Experienced senior executive and project developer with a broad and diverse background in project management, project finance, and utility-scale wind and solar PV project development. Proven skills in developing strategies, financing structures, value-added systems and processes that improve returns and maximize profitability. Background includes blue-chip Milbank Tweed project finance legal experience and training. MBA, Kellogg School of Management. JD, Northwestern University's School of Law. BA, Northwestern University (Industrial Engineering and Economics).

EXPERIENCE:

RESOLUTION POWER LLC
Principal and Co-Founder

Chicago, IL
2012 - present

ALLISON-WHITLOCK INCORPORATED
Principal, Co-Founder, and Chief Executive Officer

Chicago, IL
2009 - present

Sponsor developer and chief executive for four (4) renewable energy project developments.

- Managing team of five energy professionals and all outside consultants/advisors.
- Securing site control and equipment supply availability/commitments.
- Prepared and updating operating business models and financial analysis confirming the economic viability of the various projects.
- Negotiating and arranging Power Purchase Agreements (PPA) and Strategic Partnership Agreements with involved/affected public utilities, power transmission with Independent System Operators, Joint-Venture and Co-Developer agreements with industry leading renewable energy developers and electric generation equipment suppliers.
- Preparing and considering alternative variations of project finance structures available (partnership-flip, sale-leaseback, and inverted leases) to select once the priority of value metrics are finalized (NPV, IRR, capital raise, etc.) vis-à-vis then current market realities.
- Have engaged and are managing renowned renewable energy consultants, engineers, counsel, and all other professionals and employees required to complete the project developments.
- Securing commitments for additional sponsor equity necessary to cover the balance of development cost, and preliminary commitments for required tax credit equity and project debt.
- Beginning confirmatory wind resource and solar irradiance meteorological testing, geotechnical studies, and fatal flaw environmental analysis.
- Also functioning as political liaison and project advocate to all chief executives of municipal, State, and Federal government offices and agencies involved.

WILDMAN, HARROLD, ALLEN & DIXON, LLP
Partner

Chicago, IL
1997 - 2009

Transactional consulting and advisory practice principally focused on project finance and project development matters leveraging a strong business background in finance and management consulting to provide clients with both business insight and legal counsel. Extensive experience representing project developers in a wide range of project financings and structured financings for infrastructure development and the energy sector, most involving elements of public-private partnership finance.

- Designed and orchestrated the project financing and project development for a three-phase \$150 million project for Central City Studios, LLC which, when complete, will be the largest purpose-built state-of-the-art film and television studio in the United States outside of California.
- Co-Developer with Great Lakes Wind Power, Inc. on the project financing and project development of planned wind energy projects in Illinois. This representation involves defining the

conceptual framework for the utility-scale wind farms, including designing and securing funding for the development budget and project financing structure.

MICHAEL JORDAN GOLF COMPANY, INC.

Northbrook, IL

Chief Financial Officer

1996 - 1997

Principally responsible for all aspects of strategic and financial planning and management.

- Developed and implemented a turn-around and efficiency plan which maximized shareholder value, preserved strategic assets, and allowed the company to avoid insolvency.
- Prepared strategic business plan, pro-forma financials and cash flow analysis which secured the requisite shareholder and Board of Directors support for short-term and long-term turn-around plans implemented.
- Served as primary contact and interface with investment bankers, financial advisors and auditors.
- Solicited and facilitated equity financing/buy-out by Goldman Sachs.
- Negotiated and facilitated agreement between management, other members of the Board of Directors, shareholder's representatives, and prospective purchasers.
- Elected member of the Board of Directors and Chairman of the Board's special committee charged with directing the valuation and fairness assessment by William Blair (outside financial advisors).

GYCOR INTERNATIONAL, LTD.

Bridgeview, IL

Chief Operating Officer

1991 - 1996

Responsible for all aspects of executive management and business operations for a chemical manufacturing company with over fifty (50) employees. Developed strategic business plans, forecasts, and revenue opportunities. Secured, maintained and nurtured all anchor client relationships with upper and middle management, and all relationships with key suppliers. Catalyst and impetus for new product development.

- Achieved 48% net margin, 33% net profit, and a 400% multi-million dollar turnaround in annual net profit in less than three years.
- Conceived and implemented "network" manufacturing system which decreased product manufacturing cost by 38%.

PREVIOUS EXPERIENCE:

MILBANK, TWEED, HADLEY & McCLOY

New York, NY

Associate and Summer Associate; Training and practice in Project Finance, Corporate Finance, Commercial Real Estate, and General Corporate departments.

JAMES H. LOWRY & ASSOCIATES (McKinsey & Company Alumni)

Chicago, IL

Management Consultant and Summer Associate; Co-managed management consulting projects.

TELEMAT, LTD. (McKinsey & Company Partner Alumnus)

Chicago, IL

Vice President and Director; Co-managed consulting projects, on a project basis during law school.

EDUCATION:

KELLOGG SCHOOL OF MANAGEMENT

Evanston, IL

MBA, Strategy and Finance

1981

NORTHWESTERN UNIVERSITY SCHOOL OF LAW

Chicago, IL

JD, Corporate and Transactional Law

1984

NORTHWESTERN UNIVERSITY

Evanston, IL

BA, Economics and Industrial Engineering (dual-degree qualification)

1979

LAWRENCE P. MORRIS
(312) 375-7494 or lpmorris1@hotmail.com

SUMMARY:

Experienced senior executive with proven enterprise financial and administrative expertise, including a broad and diverse background in public finance and project finance. Renowned skills in developing strategies, financing structures, value-added systems and processes that improve returns and maximize profitability. Certified Public Accountant with "Series 7" license. BBA in Accountancy from the University of Notre Dame.

EXPERIENCE:

RESOLUTION POWER LLC
Principal and Co-Founder

Chicago, IL
2012 - present

MESIROW FINANCIAL
Senior Managing Director

Chicago, IL
1995 – 2011

- Managed all aspects of the Public Finance division including the State of Illinois, City of Chicago, County of Cook, and related major governmental infrastructure accounts.
- Created and established the Project Finance division targeting and servicing public utility and government vendor relationships.
- Recruited and supervised staff of 12-15 professionals in the Chicago and east coast offices.

FIRST NATIONAL BANK OF CHICAGO - CAPITAL MARKETS
Vice President and Managing Director – Public Finance Division

Chicago, IL
1985 – 1995

Supervised the analytical support group and provided senior support on all major accounts for Infrastructure, Healthcare, Education, and Cultural matters.

EDUCATION:

UNIVERSITY OF NOTRE DAME
BBA, Accountancy

South Bend, IN
1978

ADDITIONAL INFORMATION:

Certified Public Accountant with "Series 7" license. Lived and worked in Chicago land since 1978.