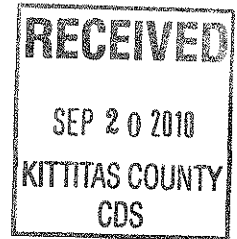


**Third Amendment to Teanaway Solar Reserve
Memorandum of Agreement on Fees and Costs**




THIS THIRD AMENDMENT to the September 28, 2009 Memorandum of Agreement ("MOA"), incorporated herein and attached hereto as Exhibit A, is entered into by Teanaway Solar Reserve, LLC ("TSR"), a Wyoming limited liability company, and Kittitas County ("County"), a municipal corporation of the State of Washington, and shall be effective on the date on which it is executed by all Parties.

The Parties hereby agree to amend the MOA as follows:

1. Capitalized terms used in this Third Amendment shall have the same meaning as defined in the MOA unless expressly defined differently in this Third Amendment.
2. Within three (3) days of the Parties' executing this Third Amendment, TSR will forward to the County a check for Additional Project Review Fees in the amount of \$30,000 for the County's continuing contract with GordonDerr for permitting review.
3. Upon receipt of the Additional Project Review Fees, the County shall promptly deposit the funds in the Services Account established for the Review Funds.
4. Other than as expressly amended in this Second Amendment, the MOA shall remain in full force and effect in accordance with its terms.

EXECUTED, this 15 day of Sept, 2010, for **Teanaway Solar Reserve, LLC:**

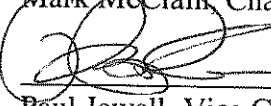
By: 
Howard Trott, Managing Member

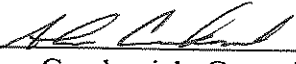
Approved by Resolution in Open Session this 7th day of September 2010.

EXECUTED, this 7th day of Sept, 2010, for **Kittitas County:**

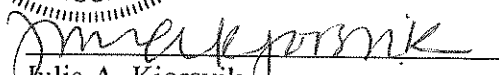
**BOARD OF COUNTY COMMISSIONERS
KITITAS COUNTY, WASHINGTON**


Mark McClain, Chairman


Paul Jewell, Vice Chairman


Alan Crankovich, Commissioner




Julie A. Kjorsvik

APPROVED AS TO FORM:


Neil Caulkins, Deputy Prosecuting Attorney