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MMA LB POWER, L.P.  
c/o MMA Renewable Ventures, LLC  
3600 O'Donnell Street, Suite 600  
Baltimore, Maryland 32344

September 20, 2016

City of Long Beach  
Attn: City Manager  
333 West Ocean Boulevard, 13<sup>th</sup> Floor  
Long Beach, California 90802

City of Long Beach  
Attn: Director, Economic and Property Development  
333 West Ocean Boulevard, 3rd Floor  
Long Beach, California 90802

Re: Transfer of Convention Center Photovoltaic System and PPA

Ladies and Gentlemen:

Reference is hereby made to that certain Power Purchase Agreement by and between DeLiddo & Associates (DBA DEERS) and the City of Long Beach ("City") dated May 27, 2005, as further amended by the Assignment, Assumption and Amendment of Power Purchase Agreement between DeLiddo & Associates, the City and California New Power 2006-1, LLC dated February 12, 2007, which assigned the System (as defined below) to California New Power 2006-1, LLC, followed by Collateral Assignment of Power Purchase Agreement between California New Power 2006-1, LLC and MMA LB Power, L.P., a Delaware limited partnership ("**LB Power**"), dated February 12, 2007 assigning ownership of the System to LB Power, followed by Consent and Agreement to Collateral Assignment of Power Purchase Agreement between California New Power 2006-1, LLC, LB Power and the City dated February 12, 2007, and further modified by Letter Agreement dated February 14, 2007 between LB Power and the City (the "**Long Beach PPA**").

LB Power desires to transfer the solar photovoltaic system located at the Long Beach Convention Center at 300 E. Ocean Blvd, Long Beach, California (the "**System**") and the Long Beach PPA (and all rights and obligations associated therewith) to Dissigno Holdings, LLC.

The City's execution of this letter agreement will evidence the City's consent to this transfer of the System and the Long Beach PPA in accordance with the terms of the Long Beach PPA.

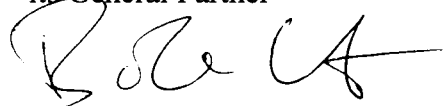
In connection with the transfer referred to above, each of LB Power and the City of Long Beach hereby irrevocably, and unconditionally release, acquit, satisfy and forever discharge each other and such other party's employees, successors and assigns (collectively, the "**Released Parties**"), from and against any and all claims, demands, causes of action, including, but not

If the foregoing meets with your approval, please evidence your consent by executing this letter agreement in the space provided below.

Very truly yours,

MMA LB POWER, L.P.

By: MMA Renewable Ventures, LLC,  
its General Partner



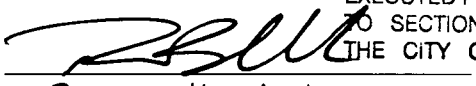
By: \_\_\_\_\_  
Name: Rob Hopper  
Title: Managing Director

**ACKNOWLEDGED AND AGREED:**

CITY OF LONG BEACH

**APPROVED AS TO FORM**

9.20, 2016

By:   
Name: Patrick H. West  
Title: City Manager

EXECUTED PURSUANT  
TO SECTION 301 OF  
THE CITY CHARTER.

Assistant City Manager

By:   
Name: CHARLES PARKIN  
Title: CITY ATTORNEY

RICHARD ANTHONY  
DEPUTY CITY ATTORNEY