

**AMENDMENT  
TO  
AGREEMENT**

Whereas, on October 16, 2007, the City of Oberlin, herein and therein referred to as "Seller", American Municipal Power, Inc. herein and therein referred to as "Agent" and Oberlin College, herein and therein referred to as "Buyer", entered into an Energy Attributes Purchase Agreement authorizing the sale of energy attributes from Seller's ownership of certain attributes to Buyer under terms and conditions set forth in said agreement; and

Whereas, Seller and Buyer desire to amend said Agreement.

Now, therefore, in consideration of the foregoing and other good and valuable consideration, the receipt of which is hereby specifically acknowledged, Seller, Agent and Buyer do hereby amend said Agreement of October 16, 2007, as follows:

- 1) Section 1, "Definitions", is hereby amended to read as follows:

Section 1.11. "Facility" or "Facilities" means the **Hydro** energy generation units which result in the generation of Environmental Attributes, and of and from which units the Agent has the legal rights to claim, sell, contract, or otherwise transact to sell the Energy Attributes; and such generation units include, without limitation, the Belleville Hydroelectric Project located in Belleville, Wood County, West Virginia, owned by Ohio Municipal Electric Generating Agency Joint Venture 5 (herein "OMEGA JV5") with FERC Project No. 06939, identifying number QF[xx-xx]-000.

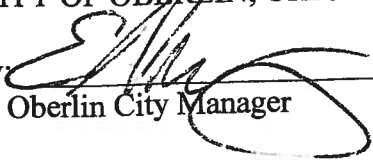
- 2) Section 2, "Sales of Energy Attributes" is hereby amended to read as follows:

2.3 Energy Attributes Purchase Price. The purchase price to be paid by Buyer for the Energy Attributes delivered by Agent hereunder, represented by Attestations delivered to Buyer pursuant to Section 4.1 hereof, shall be **\$3.25** per MWh (the "Energy Attributes Purchase Price") for a period of 12 months beginning on June 1<sup>st</sup>, 2010. Thereafter, the purchase price shall be reset every 12 months by mutual agreement of the Seller's representative (Oberlin City Manager) and the Buyer.

In all other respects said Agreement of October 16, 2007, is hereby ratified and confirmed.

Executed on this 30th day of June, 2010, at Oberlin, Ohio.

Seller: CITY OF OBERLIN, OHIO

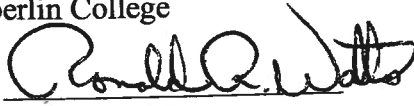
By:   
Oberlin City Manager

Agent: American Municipal Power, Inc.

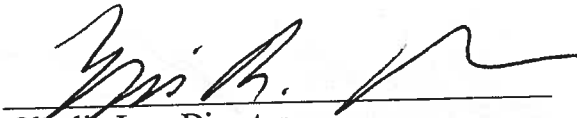
By: 

Its: President  
Title

Buyer: Oberlin College

By: 

Its: V.P. for Finance  
Title

Approved as to form:   
Oberlin Law Director