

Invenergy

September 13, 2016

Michael C. Wood
Town Manager
Town of Burrillville
105 Harrisville Main Street
Harrisville, RI 02830

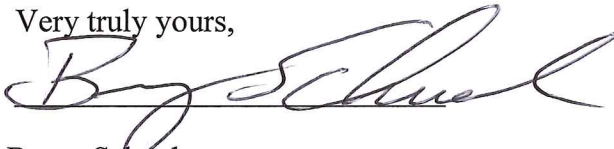
Re: *Invenergy / Clear River Energy Center Project*

Dear Mr. Wood:

In connection with Clear River Energy LLC's ("Company's") development, construction and operation of the combined-cycle natural gas fired thermal energy facility (the "Project"), the Company and the Town of Burrillville (the "Town") have agreed that the Company will offer a Property Value Guarantee Agreement ("Agreement") in the form attached to this letter, and to the property owners, as represented in the attached list of properties.

If during the term of this offer the Town becomes aware of other eligible property owners that it believes should be included in the list of eligible properties, the Town shall notify the Company in writing at its earliest opportunity. After such notification and consultation with the Company, the Company and the Town shall determine, in good faith, if the property owner identified by the Town meets the requisite criteria set forth in the Agreement.

Very truly yours,



Bryan Schueler

Vice President

INVENERGY THERMAL DEVELOPMENT LLC

