

MEMBERSHIP INTEREST PURCHASE AND EQUITY CAPITAL CONTRIBUTION AGREEMENT

THIS MEMBERSHIP INTEREST PURCHASE AND EQUITY CAPITAL CONTRIBUTION AGREEMENT (this "**Agreement**"), dated as of June 28, 2012 (the "**Closing Date**"), is made and entered into by and among [REDACTED] KA [REDACTED] GY [REDACTED] ION, [REDACTED] are [REDACTED] tion [REDACTED] e [REDACTED] ss [REDACTED] A [REDACTED] or") and [REDACTED] DR [REDACTED] ASS, [REDACTED] C, [REDACTED] are [REDACTED] ed [REDACTED] liability [REDACTED] ny [REDACTED] e [REDACTED] ny"), [REDACTED] e [REDACTED] ed, [REDACTED] IM [REDACTED] ION, a Massachusetts corporation (the "**Class B Investor**"), on the other hand.

RECITALS

- A. The Company was formed by the Class A Investor on June 22, 2012;
- B. Immediately prior to the execution, delivery and performance of this Agreement and the Company LLC Agreement, the Class A Investor owns all of the membership interests in the Company;
- C. The Company has executed a Purchase and Sale Agreement dated as of even date herewith with Buena Vista Biomass Development, LLC (the "**Seller**") pursuant to which the Company has, subject to the terms and conditions set out therein, agreed to acquire all of the outstanding membership and limited liability company interests in Buena Vista Biomass Power, LLC, a California limited liability company (the "**Project Company**") whose sole asset is all of the rights and interests in a proposed up to 19.8 MW biomass fired electric generation facility and related assets located in Ione, California (the "**Project**");
- D. The Class A Investor intends to cause the Company to issue additional membership interests in the Company (the "**Class B Interests**") to the Class B Investor on the Closing Date, and the units representing the Class B Interests shall be designated the Class B Units pursuant to the Company LLC Agreement, and the membership interest held by the Class A Investor shall be designated the Class A Interest and the units representing the Class A Interest shall be designated the Class A Units pursuant to the Company LLC Agreement; and
- E. The Parties intend to provide for the issuance of the Class B Interests, as represented by the Class B Units, and the Class A Investor and the Class B Investor intend to enter into the Company LLC Agreement and make the Capital Contributions to the Company, each as provided herein.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises and the mutual representations, warranties and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows: