

**AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
[REDACTED] OR [REDACTED] MASS, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this “**Agreement**”) of [REDACTED] OR [REDACTED] MASS, LLC, a Delaware limited liability company (the “**Company**”), dated as of June 28, 2012 (the “**Effective Date**”), is adopted, executed and agreed to, for good and valuable consideration, by the Members and acknowledged by the Manager (as each term is defined below).

RECITALS

1. Following the formation of the Company on the Formation Date, [REDACTED] Energy Corporation (“**Otoka**”) executed that certain Limited Liability Company Operating Agreement of the Company (the “**Prior LLC Agreement**”), dated as of June 22, 2012.
2. The Company, Otoka and Antrim Corporation (“**Antrim**”) are parties to that certain Membership Interest Purchase and Equity Capital Contribution Agreement (the “**ECCA**”), of even date herewith, pursuant to which, upon satisfaction of (a) the conditions set forth in Section 6.1 of the ECCA, the Company has agreed, among other things, to (i) issue and sell to Antrim, and Antrim has agreed to acquire, Class B Units from the Company and (ii) exchange the membership interests held by Otoka with Class A Units, in each case, upon the making of the Closing Date Capital Contributions described therein; and (b) upon the satisfaction of the conditions set forth in Sections 6.2 and 6.3 of the ECCA, Antrim shall make the Deferred Capital Contributions described therein.
3. The conditions to Antrim’s obligation to purchase the Class B Units and the conditions to the Members’ obligations to make their respective Closing Date Capital Contributions have been satisfied or waived and, accordingly, the Members and the Manager wish to adopt this Agreement with respect to various matters relating to the Company, and the Members and the Manager hereby agree to amend and restate the Prior LLC Agreement in its entirety to read as follows:

**ARTICLE I
DEFINITIONS AND CONSTRUCTION**

Section 1.1 Certain Definitions. The following initially capitalized terms, as and when used in this Agreement, shall have the following meanings:

“**Act**” means the Delaware Limited Liability Company Act, 6 Del. Code §§ 18 101 et seq. as amended from time to time, and any successor to such Act.

“**Actual Fuel Costs**” means, for any calendar quarter prior to a Distribution Date, the sum of all amounts paid for Fuel delivered to the Project during such calendar quarter under all fuel supply agreements, as calculated pursuant to records maintained by the Project Co.