



**Amendment to
Performance Guarantee Agreement & Limited Warranty Agreement**

Purchaser:		Seller:	
Name and Address	City of Tempe 20 East 6 th Street, Tempe AZ 85281 J.G. Martinez WTP 255 E Marigold Ln, Tempe, AZ 85281 Attn: Michael Greene	Name and Address	SolarCity Corporation 3055 Clearview Way San Mateo, CA 94402 Attention: Contracts
Phone	(480) 350-8516	Phone	(650) 638-1028
Fax		Fax	(650) 560-6460
E-mail	Michael_greene@tempe.gov	E-mail	Contracts@solarcity.com

The Performance Guarantee Agreement & Limited Warranty Agreement dated September 11, 2015 (the "Agreement") between SolarCity Corporation (the "Seller") and City of Tempe (the "Purchaser") for J.G. Martinez WTP is hereby amended, effective when executed by the Parties below, as follows:

Section 2, C "**Guaranteed Annual kWh**" is replaced with the following:

C. "**Guaranteed Annual kWh**":

Year	Guaranteed kWh
Year 1 (95%)	1,755,972
Year 2 (95%)	1,747,192
Year 3 (95%)	1,738,456
Year 4 (95%)	1,729,764
Year 5 (aggregate of years 1-5 @ 100%)	9,150,000
Year 6 (95%)	1,712,510
Year 7 (95%)	1,703,947
Year 8 (95%)	1,695,427
Year 9 (95%)	1,686,950
Year 10 (aggregate of years 6-10 @ 100%)	8,923,526
Year 11 (95%)	1,670,123
Year 12 (95%)	1,661,772
Year 13 (95%)	1,653,463
Year 14 (95%)	1,645,196
Year 15 (aggregate of years 11-15 @ 100%)	8,702,657
Year 16 (95%)	1,628,785
Year 17 (95%)	1,620,641
Year 18 (95%)	1,612,538
Year 19 (95%)	1,604,475
Year 20 (aggregate of years 16-20 @ 100%)	8,487,256

If a conflict or inconsistency arises between the provisions of this Amendment and the Agreement, the provisions of this Amendment shall prevail.

[SIGNATURE PAGE TO FOLLOW]

City of Tempe

SolarCity Corporation

Signature: _____

Signature: BDE

Printed Name: _____

Printed Name: Bryan D. Ellis

Title: _____

Title: SVP, Finance & Analysis

Date: _____

Date: 07/27/2016

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