



Washington Electric Cooperative, Inc.

P.O. Box 8, 75 Vermont Route 14N
East Montpelier, Vermont 05651

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February 15, 2006

Steve Vavrik
UPC-Vermont Wind, LLC
100 Wells Ave, Suite 201
Newton, MA 02459-3210

Dear Steve:

I am writing to confirm the present status of the relationship between the Washington Electric Cooperative, Inc. ("WEC") and UPC Vermont Wind, LLC ("UPC"), pursuant to the Advance Fee Purchase Agreement.

WEC has timely exercised its option to purchase 2 MW of capacity out of the project's total nameplate capacity, along with the applicable Renewable Energy Certificates, for a term of twenty years at a base rate not to exceed \$60.00 per MWh and to be further discounted by the present value of 1.2 million dollars at 8% over a twenty year contract.

WEC and UPC intend to negotiate a purchase power agreement at an appropriate juncture to consummate the above referenced option. WEC, also, has the option to purchase an additional 2 MW of power upon UPC obtaining a certificate of public good, pursuant to 30 V.S.A. § 248, to construct its Sheffield project.

Sincerely,

A handwritten signature in black ink, appearing to read "Avram Patt", written in a cursive style.

Avram Patt,
General Manager