

MEMORANDUM OF UNDERSTANDING

Pursuing Community Choice Aggregation in Swarthmore Borough, PA

This Memorandum of Understanding represents the basic terms for a non-binding agreement between the Borough and the CCA Administrator in establishing Community Choice Aggregation authority.

FROM: Swarthmore Borough (the "Borough") with a mailing address of 121 Park Ave Swarthmore, PA 19081 and represented by Mary Walk, the Borough Council President.

TO: Joule Community Power (the "CCA Administrator"), a division of Joule Assets Inc., with a mailing address of 2875 Route 35, Suite 6 South, Katonah, New York, 10536, United States, and represented by Mike Gordon, the Founder and Chief Strategy Officer.

Dear Mike Gordon (CCA Administrator's representative),

Upon signature of this MOU, the Borough contemplates that the CCA Administrator and the Borough will prepare a proposal for how to proceed, together, to create authorization and a plan to deploy Community Choice Aggregation authority within the Borough's jurisdiction.

Once prepared, with the Borough's approval, the CCA Administrator will submit the plan to the PUC for guidance, feedback and, perhaps, regulatory approval(s) to the extent necessary. Should the Borough choose to proceed with the provision of electricity supply to residents, the CCA Administrator and the Borough will together determine required maximum price, specific contract terms, and qualifications for prospective suppliers that will be necessary, in order for the Borough to contract on behalf of its residents.

This MOU will be replaced by a tri-party agreement between the CCA Administrator, the Borough and the chosen electricity supplier, if and when the Borough proceeds with one or more electricity supply contract(s).

Sincerely,

Swarthmore Borough

By: Mary J. Walk

Joule Assets Inc.

By: Michael Gordon

Michael Gordon, Chief Strategy Officer