

**FIRST AMENDMENT TO 2009 ENERGY PERFORMANCE CONTRACT
MASTER LEASE-PURCHASE AGREEMENT**

This **FIRST AMENDMENT TO 2009 ENERGY PERFORMANCE MASTER LEASE-PURCHASE AGREEMENT** (the "First Amendment"), dated as of July __, 2009, is made and entered into by and between Capital One Public Funding, LLC ("Lessor") and Howard County, Maryland ("Lessee").

WHEREAS, Grant Capital Management, Inc. ("Grant") and Lessee have entered into that certain 2009 Energy Performance Contract Master Lease-Purchase Agreement dated as of April 1, 2009 (the "Master Lease"); and

WHEREAS, Grant has previously assigned to Lessor all of its right, title and interest in, to and under the Master Lease; and

WHEREAS, the parties hereto desire to amend the Master Lease in order to increase the principal amount of Equipment (as defined in the Master Lease) that may be lease-financed thereunder; and

NOW THEREFORE, for and in consideration of the premises and the covenants contained herein, the parties hereto agree as follows:

1. The Master Lease is hereby amended by deleting the dollar figure "\$4,300,000" in the first sentence of Section 2(b) thereof and inserting in lieu thereof the dollar figure "\$5,300,000."
2. The Master Lease, as amended by this First Amendment, remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be executed as of the day and year first above written.

CAPITAL ONE PUBLIC FUNDING, LLC

By: _____
Name: _____
Title: _____

WITNESS:

HOWARD COUNTY, MARYLAND

Lonnie R. Robbins
Chief Administrative Officer

By: _____
Ken Ulman
County Executive

APPROVED For Legal Sufficiency this
____ day of July, 2009.

APPROVED for Sufficiency of Funds this
____ day of July, 2009.

Margaret Ann Nolan
County Solicitor

Sharon Griesz
Director of Finance