



One NSTAR Way, NE 210  
Westwood, MA 02090  
781-441-8258

January 6, 2015

Delivered in Hand, and By Overnight Mail, Electronic Mail and Fax (617) 904-3109

Christopher Smith, Chief Financial Officer  
Cape Wind Associates, LLC  
20 Park Plaza  
Suite 320  
Boston, MA 02116

re: Notice of Termination of Power Purchase Agreement Dated as of March 23, 2012  
between NSTAR Electric Company and Cape Wind Associates, LLC

Dear Mr. Smith:

Notice is hereby given of the termination of the Power Purchase Agreement dated as of March 23, 2012 (the "Agreement") between NSTAR Electric Company ("NSTAR Electric") and Cape Wind Associates, LLC ("Cape Wind"). This notice is issued in accordance with the rights reserved to NSTAR Electric pursuant to Section 9.3 of the Agreement, on account of the failure of Cape Wind to satisfy the Critical Milestones for (i) the closing of Financing and (ii) the issuance of notice to proceed and commencement of construction, in each case by December 31, 2014, as required pursuant to Agreement Sections 3.1(a)(iii) and 3.1(a)(iv), respectively. Please note that this termination is with a full reservation of NSTAR Electric's rights, claims and remedies, including, without limitation, the right to collect any Termination Payment due pursuant to Section 9.3 of the Agreement.

Sincerely,

A handwritten signature in blue ink that reads "James G. Daly".

James G. Daly  
Vice President, Energy Supply

cc: Dennis J Duffy, Esq., General Counsel, Cape Wind Associates, LLC  
James S. Gordon, President, Cape Wind Associates, LLC  
Mark Sylvia, Undersecretary of Energy, EEA  
Anna Blumkin, Acting General Counsel, DOER  
Ann G. Berwick, Chair, MA DPU  
Jesse Reyes, Assistant Attorney General