

EXHIBIT

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U.S. Department of Energy

Credit Review Board Charter

1. Authority

Section 1703 of Title XVII of the Energy Policy Act of 2005, as amended ("EPAAct05"), Pub. L. No. 109-58 (the "1703 Loan Guarantee Program"), authorizes the Secretary of Energy to offer loan guarantees for early commercial projects that:

- avoid, reduce, or sequester air pollutants or anthropogenic emissions of greenhouse gases, and
- employ new or significantly improved technologies as compared to commercial technologies in service in the United States at the time the guarantee is issued.

Section 1705 of Title XVII of EPAAct05, as amended, including as amended by the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"), Pub. L. No. 111-5 (the "1705 Loan Guarantee Program"), authorizes the Secretary of Energy to offer loan guarantees, notwithstanding Section 1703 of Title XVII of EPAAct05, for the following categories of projects that commence construction not later than September 30, 2011:

- renewable energy systems, including incremental hydropower, that generate electricity or thermal energy, and facilities that manufacture related components,
- electric power transmission systems, including upgrading and reconditioning projects, and
- leading edge biofuel projects that will use technologies performing at the pilot or demonstration scale that the Secretary determines are likely to become commercial technologies and will produce transportation fuels that substantially reduce life-cycle greenhouse gas emissions compared to other transportation fuels.

Section 136 of the Energy Independence and Security Act of 2007 ("EISA"), Pub. L. No. 110-140 (the "Advanced Technology Vehicles Manufacturing Incentive Program"), as amended by section 129 of the Consolidated Security, Disaster Assistance, and Continuing Appropriations Act, 2009 (Pub. L. No. 110-329), authorizes the Secretary of Energy to offer direct loans and grants to eligible entities for:

- (1) reequipping, expanding, or establishing a manufacturing facility in the United States to produce -
 - (A) qualifying advanced technology vehicles; or

- (B) qualifying components; and
- (2) engineering integration performed in the United States of qualifying vehicles and qualifying components.

The 1703 Loan Guarantee Program, together with the 1705 Loan Guarantee Program, shall hereinafter be referred to as the Title XVII Loan Guarantee Program. The Title XVII Loan Guarantee Program, together with solely the direct loan portion of the Advanced Technology Vehicles Manufacturing Incentive Program, shall hereinafter be referred to as the "Loan Programs".

These authorities are to be exercised by the Department of Energy ("DOE") in conformance with the requirements of EPA Act 05 or EISA, as applicable, the Federal Credit Reform Act of 1990 (FCRA), Office of Management and Budget Circular A-129 (Policies for Federal Credit Programs and Non-Tax Receivables), and other applicable laws and regulations.

OMB Circular A-129 requires that agencies with credit programs, such as the Loan Programs, establish boards "to coordinate credit management and debt collection activities and to ensure full consideration of credit management and debt collection issues by all interested and affected organizations." This Charter establishes DOE's Credit Review Board (CRB) in accordance with that requirement.

2. Chair of the Credit Review Board

The chair of DOE's CRB is the Deputy Secretary of Energy.

In the event the Office of Deputy Secretary is vacant or the Deputy Secretary is recused from matters involving the CRB, the position of Chair of the CRB shall be filled by the Chief of Staff to the Secretary of Energy. In the event the Chief of Staff is serving as Chair and the Office of the Chief of Staff becomes vacant or the Chief of Staff is recused from matters involving the CRB, the position of Chair of the CRB shall be filled by another member of the CRB following the order of succession specified in DOE Order 100.1 D, *Secretarial Succession, Threat Level Notification, and Successor Tracking*, or in a succeeding order should DOE Order 100.1D be amended, modified or rescinded.

3. Membership

In addition to the Deputy Secretary of Energy, the members of the CRB are: the Under Secretary, the Under Secretary for Science, the Chief Financial Officer, the Chief of Staff to the Secretary of Energy, the Senior Advisor to the Secretary (for Recovery Act activities) and the General Counsel. In the case of the Chief of Staff, Chief Financial Officer and the General Counsel, if the individual serving in such office is recused from matters involving the CRB or if the office is vacant, then the principal deputy of such office shall serve as a CRB member. Four members of the CRB shall constitute a quorum. However, one-half of the sitting members of the CRB shall constitute a quorum if (a) one or more CRB members is recused from matters involving the CRB and a

principal deputy is not serving in his or her place or (b) if the office of one or more CRB members is vacant without a principal deputy. The CRB may, at any time and in its sole discretion, invite other Departmental officials or employees to supply information to the CRB or to participate in its discussions and deliberations.

4. Functions

The purpose of the CRB is to establish overall policies and procedures for the Loan Programs, to coordinate credit management and debt collection activities for the Loan Programs, to ensure full consideration of credit management and debt collection issues by all interested and affected persons inside and outside of DOE, and to make recommendations to the Secretary of Energy prior to the Secretary's granting final approval for any loan guarantee or loan.

Day to day operation of the activities of the Loan Programs shall be the responsibility of the Department's Office of Loan Programs, led by its Executive Director, acting in coordination with the CRB and its individual members, all of whom shall continue to exercise their pre-existing programmatic responsibilities and authorities.

Only the Secretary of Energy or his delegate shall have the authority to grant final approval of a loan guarantee under the Title XVII Loan Guarantee Program or a loan under the Advanced Technology Vehicles Manufacturing Incentive Program. In the case of loan guarantees under the Title XVII Loan Guarantee Program, the Secretary intends to grant such approvals, after consultation with the Secretary of the Treasury. For the Loan Programs generally, the Secretary intends to grant such approvals only upon receipt of a positive recommendation from the CRB, and to execute such loans or loan guarantees only after concurrences have been obtained from the Department's General Counsel and other appropriate Departmental officials that all of the documentation necessary for closing is in order.

The CRB shall advise the Secretary of Energy concerning all matters relating to the Loan Programs. In addition, the CRB shall have the non-exclusive authority to: reject pre-applications or applications for loans or loan guarantees; negotiate the terms and conditions for potential Section 136 loans or Title XVII loan guarantees; oversee the credit review process for each of the Loan Programs; pre-qualify lenders for the Title XVII Loan Guarantee Program; ensure appropriate monitoring of loans and loan guarantees in the Loan Programs' portfolios; and ensure appropriate actions are taken to enforce applicable laws and regulations, including those concerning audit and default requirements. The CRB shall meet as often, and in whatever ways, as the Deputy Secretary sees fit.

To the extent reasonable and practicable, recommendations and decisions by the CRB shall be made by consensus, although they may also be made by majority vote. In performing its work, the CRB will seek to ensure: a thorough exploration of all issues that affect the eligibility of an individual, entity or project and conformance with the

applicable Loan Program's statutes, guidelines, solicitations, and regulations and other legal requirements, as applicable.

The CRB will also seek to ensure, in the case of the Title XVII Loan Guarantee Program, conformance with factors, including the commercial viability of a project and adequate assurance of repayment; thorough examination of how the project or activities benefitting from the program fits within DOE's objectives, including, as applicable, portfolio objectives, for the program; and, in the case of the Loan Programs, development of a strategy for managing risks taken on by the Department in association with a single loan or loan guarantee and the portfolio of loans or loan guarantees issued under the applicable Loan Program.

5. Executive Secretary and Staff Support

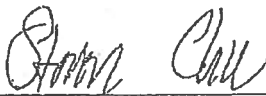
The Director of the Loan Guarantee Program shall serve as the CRB's Executive Secretary with respect to the Title XVII Loan Guarantee Program, and the Director of the ATVM Incentive Program shall serve as the CRB's Executive Secretary with respect to the ATVM Incentive Program. The two shall coordinate their respective functions regarding one board.

6. Amendments to the Charter

This Charter may not be modified, amended or revoked, except by order of the Secretary of Energy, which authority may be exercised by the Secretary at any time and in his sole discretion.

7. Effectiveness

This Credit Review Board Charter is effective as of the date signed and supersedes the Credit Review Board Charter dated March 20, 2009.



Steven Chu
Secretary of Energy

JUN 18 2010

Date