

## **8POINT3 GENERAL PARTNER, LLC**

### **Project Operations Committee of the Board of Directors**

#### **Charter**

The Board of Directors (the “Board”) of 8point3 General Partner, LLC (the “General Partner”), acting in its capacity as the general partner of 8point3 Energy Partners LP, has established the Project Operations Committee of the Board (the “Committee”) with the authority, responsibility and specific duties as described in this Project Operations Committee Charter (this “Charter”), and in the Amended and Restated Limited Liability Agreement of the General Partner, as may be amended from time to time (the “General Partner Agreement”). Capitalized terms not otherwise defined herein shall have the meanings given such terms in the General Partner Agreement.

First Solar, Inc. (“First Solar”) and SunPower Corporation (together with First Solar, the “Sponsors”) formed 8point3 Holding Company, LLC (“Holdings”) as a joint venture to indirectly own, operate and acquire energy assets. Holdings is the sole owner of the General Partner. References to “employees” include employees, officers and directors of the General Partner and its direct and indirect subsidiaries and employees of the Sponsors acting as service providers to the General Partner or any of its subsidiaries.

#### **I. Purpose**

The purposes of the Committee are:

- (A) Carry out the duties of the Committee as set forth in the General Partner Agreement, including in respect of approving Project Annual Budgets, project financings, asset dispositions and other material transactions within the risk and economic thresholds therein; and
- (B) Carry out any other duties delegated to the Committee by the Board in accordance with the terms of the General Partner Agreement.

#### **II. Composition**

The Committee shall be composed of two Sponsor Directors, one from each Sponsor.

#### **III. Meetings; Voting; Minutes**

##### *A. Meetings*

The Committee shall meet in person or telephonically at least quarterly, or more frequently as it determines. The Committee may hold additional formal or informal meetings or consultations with any officer or employee of the General Partner at the discretion of the Committee.

*B. Voting*

Both members of the Committee shall constitute a quorum for any meeting. Any action of the Committee shall require the consent of both Sponsor Directors appointed to the Committee. If both Sponsor Directors do not unanimously agree on any matter before the Committee after having met in an attempt to resolve such disagreement, either such Sponsor Director may refer the matter to the Board for decision.

*C. Minutes*

The Committee shall maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**IV. Authority and Responsibilities**

*A. Authority*

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

The Committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist in the full performance of its functions and the Committee shall receive appropriate funding, as determined by the Committee, for payment of compensation to such counsel, experts and other advisors; and the Committee shall have reasonable access to employees, consultants and agents of the General Partner and access to the books and records of the General Partner necessary to perform the duties of the Committee.

*B. Responsibilities*

Without limiting the generality of the Committee's purposes, the Committee shall be responsible for approving matters regarding the business and affairs of the General Partner required or permitted to be considered by, or submitted to, the Committee pursuant to the terms of the General Partner Agreement. The Committee shall report the results of its consideration of any such business and affairs to the Board.