SECOND AMENDMENT
TO
LETTER OF INTENT

THIS SECOND AMENDMENT TO LETTER OF INTENT (this "**Amendment**") is entered into as of December 31, 2011 between Florida Power & Light Company, a Florida corporation ("**FPL**") and the City of Vero Beach, a municipal corporation in, and organized under the laws of, the State of Florida ("**COVB**"). FPL and COVB are jointly referred to as the "**Parties**" and individually as a "**Party**."

WHEREAS, the Parties entered into a Letter of Intent as of May 6, 2011 (the "**Initial Letter of Intent**"); and

WHEREAS, the Parties previously amended the Initial Letter of Intent to extend its expiration date; and

WHEREAS, the Parties now desire to amend the Initial Letter of Intent, as previously amended, in the manner set forth below,

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and in the Initial Letter of Intent and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do hereby agree as follows:

1. In the first sentence of Section 1.2 of the Initial Letter of Intent, the words "July 1, 2011" are hereby deleted and replaced with the words "March 31, 2012".

2. In the first full sentence of Section 3.1 of the Initial Letter of Intent, the words "July 1, 2011" are hereby deleted and replaced with the words "March 31, 2012".

3. Except as specifically amended hereby, all provisions of the Initial Letter of Intent shall remain in full force and effect. In the event of a conflict between the terms of the Initial Letter of Intent and the terms of this Amendment, the terms of this Amendment shall govern.

4. This Amendment may be executed in separate counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Signatures follow on separate page(s).]

IN WITNESS WHEROF, the Parties have caused this Amendment to be executed by their duly authorized representatives as of the first date written above.

FLORIDA POWER & LIGHT COMPANY

Sam A. Forrest
Vice President

AR

ATTEST:

Tammy K. Vock
City Clerk

CITY OF VERO BEACH, FLORIDA

Pilar E. Turner
Mayor

(City Seal)

Approved as to form and legal sufficiency:

Wayne R. Coment
Acting City Attorney

Approved as conforming to municipal policy:

James R. O'Connor
City Manager