

CPUC Condition Precedent Negotiated by PG&E and Solar Reserve

Buyer receives a final and non-appealable order of the CPUC, in form and substance acceptable to Buyer and Seller which affirmatively establishes and commits that throughout the Delivery Term for all CPUC-related purposes, including without limitation Buyer's monthly and annual Resource Adequacy compliance filings, long-term procurement strategies and resource and reliability planning that: (A) the CPUC will recognize the Contract Capacity of the Project as available for Resource Adequacy on the same basis as if the Project were Directly Interconnected; and (B) the CPUC shall not in any way impose or authorize a penalty or compliance obligation on Buyer related to a deficit in Resource Adequacy from the Project based upon the Buyer's interconnection of the Project at the Mead Intertie, as may be determined to exist by either or both of the CPUC or CAISO;