



**Pacific Gas and
Electric Company®**

77 Beale Street, 25th Floor
San Francisco, CA 94105

Renewables Transactions

Mailing Address:
Mail Code B25H
P.O. Box 770000
San Francisco, CA 94177

Fax: 415.973.0991

July 23, 2012

BY EMAIL AND MAIL

Mr. Kevin Smith, Chief Executive Officer
Rice Solar Energy, LLC
2425 Olympic Blvd.
Suite 500 East
Santa Monica, CA 90404

Dear Mr. Smith:

Rice Solar Energy, LLC ("Seller") and Pacific Gas and Electric Company ("PG&E") are Parties to that certain Amended and Restated Power Purchase Agreement dated December 6, 2011 ("Agreement"). All capitalized terms used but not defined herein shall have the meanings provided to them in the Agreement.

PG&E filed the Agreement with the California Public Utilities Commission ("CPUC") on January 17, 2012 seeking approval of the Agreement, as Advice Letter 3989-E ("Advice Letter"). The CPUC has advised PG&E that the CPUC needs additional time to review the Advice Letter.

By executing this letter agreement, the Parties agree to:

- 1) Delete the words "two hundred forty (240) days" in Section 2.4(b)(i) of the Agreement and replace them with the words "three hundred eighty (380) days." This modification will extend the time period set forth in Section 2.4(b)(i) for satisfaction or waiver of the Conditions Precedent to January 31, 2013.
- 2) Delete the words "December 1, 2015" in Section 3.9(c)(iii)(C) of the Agreement and replace them with the words "June 1, 2016" This modification will modify the Guaranteed Commercial Operation Date set forth in Section 3.9(c)(iii)(C) to June 1, 2016.

PG&E requests that Seller confirm its agreement to the foregoing by executing this letter agreement, faxing an executed copy to me at (415) 973-0991, and returning the original, executed letter agreement to me at the above-referenced address.

Mr. Kevin Smith
July 23, 2012
Page | 2

Do not hesitate to contact me with any questions.

Sincerely,



David Lewis
Director, Renewable Transactions

Agreed to by: Rice Solar Energy, LLC



By: Kevin Smith
Its: Chief Executive Officer

Date: July 24, 2012