

**FIVE-YEAR FIXED ENERGY PRICE AMENDMENT  
TO THE CONTRACTS BETWEEN  
THE QFs  
AND  
PACIFIC GAS AND ELECTRIC COMPANY**

THIS AMENDMENT ("Amendment") is by and Green Ridge Power, LLC and Altamont Power, LLC each in their individual capacities, (collectively defined herein as, the "QFs") and PACIFIC GAS AND ELECTRIC COMPANY ("PG&E"). The QFs and PG&E are sometimes referred to herein collectively as the "Parties."

**RECITALS**

A. The QFs and PG&E are parties to those certain contracts listed in Attachment A hereto (collectively, the "Contracts").

B. On April 6, 2001, PG&E filed a voluntary petition under chapter 11 of the United States Bankruptcy Code in the San Francisco Division of the United States Bankruptcy Court for the Northern District of California (the "Bankruptcy Court") (*In re Pacific Gas and Electric Company*, Bankr. Case No. 01-03923 ).

C. On June 14, 2001, the Commission issued D.01-06-015, which approved as reasonable certain non-standard PPA price modifications.

D. The QFs and PG&E now desire to enter into the PPA price modification set forth below.

**AMENDMENT**

In consideration of the mutual promises and covenants contained herein, PG&E and the QFs agree as follows:

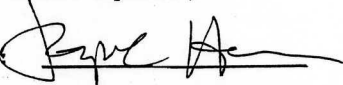
**1. PPA AMENDMENT**

Pursuant to that certain July 11, 2001 Agreement between PG&E and the QFs (the "July 11 Agreement"), a copy of which is attached hereto as Attachment I, the Contracts are hereby amended as set forth in Section 1 of the July 11 Agreement, entitled "Acceptance of the CPUC Five-Year Fixed Energy Price Option," and Attachment C of the July 11 Agreement, entitled "FIXED ENERGY PRICES FOR QUALIFYING FACILITIES UNDER D.01-06-015." No provision of the Contracts other than the energy pricing term is or shall be deemed to be modified, amended, waived or otherwise affected by this Amendment.

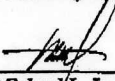
2. **SIGNATURES**

IN WITNESS WHEREOF, this Amendment has been duly executed by or on behalf of the QFs and PG&E.

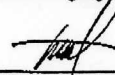
Pacific Gas and Electric Company,  
a California corporation,

By: 

Greenridge Power, LLC  
a Delaware limited liability company  
By: *ESI Altamonte Acquisitions, Inc.*  
*its Managing Member*

By:   
Michael L. Leighton  
Vice President

Altamonte Power, LLC  
a Delaware limited liability company  
By: *WindCo, LLC*  
*its Managing Member*  
By: *ESI Tehachapi Acquisitions, Inc.*  
*a Florida corporation*  
*its Managing Member*

By:   
Michael L. Leighton  
Vice President

**ATTACHMENT A  
THE QF FACILITIES**

**1. Green Ridge Power, LLC**

- (1) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W004  
Dated: March 2, 1984
- (2) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W018  
Dated: February 22, 1985
- (3) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W035  
Dated: March 2, 1984
- (4) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W144  
Dated: March 2, 1984
- (5) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W146A  
Dated: November 5, 1984
- (6) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W146B  
Dated: November 5, 1984
- (7) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W146C  
Dated: November 5, 1984
- (8) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W146D  
Dated: November 5, 1984

- (9) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 06W146A  
Dated: March 2, 1984
- (10) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 06W146B  
Dated: March 2, 1984
- (11) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 06W146C  
Dated: March 2, 1984
- (12) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 06W146D  
Dated: November 5, 1984
- (13) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 06W148  
Dated: November 5, 1984
- (14) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 16W011  
Dated: April 16, 1985

**2. Altamont Power, LLC**

- (1) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 01W009  
Dated: April 16, 1985
- (2) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 16W010  
Dated: April 27, 1984
- (3) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 16W014  
Dated: November 30, 1984

- (4) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 16W015  
Dated: November 30, 1984
- (5) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 16W016  
Dated: November 30, 1984
- (6) Pacific Gas and Electric Company Standard Offer #4  
Power Purchase Agreement for Long-Term Energy and Capacity  
Log Number 16W017  
Dated: November 30, 1984