

**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:

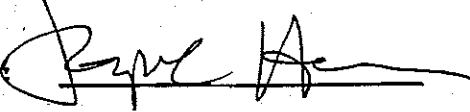
1. PPA AMENDMENT

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.

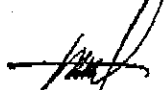
2. SIGNATURES

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

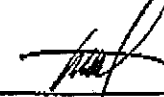
Pacific Gas and Electric Company,
a California corporation,

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 OF 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