

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

THIS AMENDMENT (“Amendment”) is by and among GWF POWER SYSTEMS, L.P., HANFORD L.P. and THERMAL ENERGY DEVELOPMENT PARTNERSHIP, L.P., each in their individual capacities, (collectively defined herein as, the “GWF QFs”) and PACIFIC GAS AND ELECTRIC COMPANY (“PG&E”). The GWF QFs and PG&E are sometimes referred to herein collectively as the “Parties.”

**RECITALS**

- A. The GWF QFs and PG&E are parties to those certain contracts listed in Attachment A hereto (collectively, the “GWF 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 GWF 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 GWF QFs agree as follows:

### 1. PPA AMENDMENT

Pursuant to that certain July 11, 2001 Agreement between PG&E and the GWF QFs (the "July 11 Agreement"), a copy of which is attached hereto as Attachment I, the GWF 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 GWF 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 GWF QFs and PG&E.

PACIFIC GAS AND ELECTRIC COMPANY

a California corporation

By: *Boyle Heri*

Title: Director, UBPAA

Date: 11 July, 2001

GWF Power Systems, L.P.,  
a Delaware limited partnership

By: GWF Bay Area, Inc.,  
a California corporation  
its managing general partner

By: *Duane H. Nelsen*

Duane H. Nelsen  
President & CEO

Date: 7/11/01

Hanford L.P.,  
a Delaware limited partnership

By: GWF Hanford, Inc.,  
a California corporation  
its managing general partner

By: *Duane H. Nelsen*

Duane H. Nelsen  
President & CEO

Date: 7/11/01

Thermal Energy Development Partnership, L.P.,  
a Delaware limited partnership,

By: Harbert Tracy, L.P.,  
a Delaware limited partnership  
a general partner

By: Harbert Tracy, Inc.,  
A Delaware corporation  
a general partner

By: \_\_\_\_\_  
Wayne B. Nelson, III  
President

Date: \_\_\_\_\_

JUL. 11. 2001 6:03PM

NO. 033 P. 15/16

**PACIFIC GAS AND ELECTRIC COMPANY**

a California corporation

By: [Signature]

Title: Director, USPM

Date: 11 July, 2001

GWF Power Systems, L.P.,  
a Delaware limited partnership

Hanford L.P.,  
a Delaware limited partnership

By: GWF Bay Area, Inc.,  
a California corporation  
its managing general partner

By: GWF Hanford, Inc.,  
a California corporation  
its managing general partner

By: [Signature]  
Duane H. Nelson  
President & CEO

By: [Signature]  
Duane H. Nelson  
President & CEO

Date: 7/11/01

Date: 7/11/01

Thermal Energy Development Partnership, L.P.,  
a Delaware limited partnership,

By: Harbert Tracy, L.P.,  
a Delaware limited partnership  
a general partner

By: Harbert Tracy, Inc.,  
A Delaware corporation,  
a general partner

By: [Signature]  
Wayne B. Nelson, III  
President

Date: 7/11/01

**ATTACHMENT A**  
**THE GWF AFFILIATES' QF FACILITIES**

**1. GWF Power Systems, L.P. .:**

(1) Power Purchase Agreement for Long-Term Energy and Capacity Between GWF Power Systems, L.P., as successor in interest to GWF Power Systems Company, and Pacific Gas and Electric Company, executed by GWF Power Systems Company on November 30, 1984, and by Pacific Gas and Electric Company on December 12, 1984, as amended (PG&E Log. #01P049) [GWF #1]; and

(2) Power Purchase Agreement for Long-Term Energy and Capacity Between GWF Power Systems, L.P., as successor in interest to GWF Power Systems Company, and Pacific Gas and Electric Company, executed by GWF Power Systems Company on April 12, 1985, and by Pacific Gas and Electric Company on August 19, 1985, as amended. (PG&E Log. # 01P086) [GWF #2]; and

(3) Power Purchase Agreement for Long-Term Energy and Capacity Between GWF Power Systems, L.P., as successor in interest to GWF Power Systems Company, and Pacific Gas and Electric Company, executed by GWF Power Systems Company on April 12, 1985, and by Pacific Gas and Electric Company on June 26, 1985, as amended. (PG&E Log. # 01P091) [GWF #3]; and

(4) Power Purchase Agreement for Long-Term Energy and Capacity Between GWF Power Systems, L.P., as successor in interest to GWF Power Systems Company and Pacific Gas and Electric Company, executed by GWF Power Systems Company on November 30, 1984, and by Pacific Gas and Electric Company on December 12, 1984, as amended. (PG&E Log. # 01P051) [GWF #4]; and

(5) Power Purchase Agreement for Long-Term Energy and Capacity Between GWF Power Systems, L.P., as successor in interest to GWF Power Systems Company, and Pacific Gas and Electric Company, executed by GWF Power Systems Company on April 12, 1985 and by Pacific Gas and Electric Company, on August 19, 1985, as amended. (PG&E Log. # 01P087) [GWF #5].

**2. Hanford L.P.:** Power Purchase Agreement for Long-Term Energy and Capacity Between Hanford L.P., as successor in interest to GWF Power Systems Company, and Pacific Gas and Electric Company, executed by GWF Power Systems Company on April 12, 1985, and by Pacific Gas and Electric Company on June 26, 1985, as amended. (PG&E Log. # 25C136) [Hanford]

**3. Thermal Energy Development Partnership, L.P.:** (1) Power Purchase Agreement for Long-Term Energy and Capacity Between Thermal Energy Development Partnership, L.P., as successor in interest to Power Resource Development Corporation, and Pacific Gas and Electric Company, executed by Power Resource Development Corporation, on April 16, 1985, and by Pacific Gas and Electric Company on June 25, 1985, as amended. (PG&E Log. #16P054) [Thermal].