



**Pacific Gas and  
Electric Company**

**Marino Monardi**  
Director  
Portfolio Management

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Lee Bailey  
President  
USRG Tracy GP LLC  
General Partner to Thermal Energy Development Partnership, LP  
14800 W. Schulte Road  
Tracy, CA 95377-8795

Re: Energy Price Amendment between Thermal Energy Development Partnership, LP and PG&E  
(Log No. 16P054)

Reference is made to Section 5 (a) of the Energy Price Amendment to the Power Purchase Agreement (Amendment) between Thermal Energy Development Partnership, LP (TEDP) and Pacific Gas and Electric Company (PG&E) (PG&E Log No. 16P054).

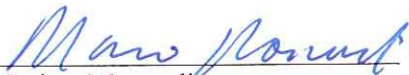
PG&E and TEDP agree to amend the second sentence of Section 5 (a) to be:

“Specifically, Seller agrees not to disclose, and shall instruct its legal counsel not to disclose, to any third party any details of the credit and security provisions, Amendment Price, or the Contract Quantity, a volumetric performance requirement, of the Amendment, including but not limited to the amount of Delivery Term Security being provided by Seller and the relationship of that security amount to the monthly payment from PG&E for energy, the agreed to Amendment Price for energy, or the Contract Quantity associated with the Amendment Price and that quantity’s relationship to the historical performance of the Facility; provided that, Seller may disclose such information to its insurance carriers, lenders and investors, whether current or prospective, and its advisors after making all such persons aware of the terms of this confidentiality agreement and receiving each such party’s agreement to abide by the terms hereof. For purposes of this Section 5 (a), “insurance carriers” shall include the adjusters, consultants and reinsurance providers of a given insurance carrier of Seller.”

In all other respects, the Amendment remains unchanged. Please indicate TEDPs concurrence by countersigning below and returning to PG&E.

Best regards,

AGREED AND ACCEPTED DATE:


  
Marino Monardi  
Director, Portfolio Management  
Pacific Gas and Electric Company

  
21 Aug 2012

**Concurring Statement**

ACCEPTED AND AGREED:

THERMAL ENERGY DEVELOPMENT PARTNERSHIP, LP,  
a California Limited Partnership

By: 

Lee Bailey  
President

USRG Tracy GP LLC

General Partner to Thermal Energy Development Partnership, LP