



Thermal Energy Development Partnership, LP

November 12, 2012

Pacific Gas and Electric Company
77 Beale Street
San Francisco, CA 94105

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

Reference is made to Section 4 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) executed on September 21, 2011. Capitalized terms not defined herein shall have the meanings set forth in the Amendment.

PG&E and TEDP hereby waive the following conditions precedent as set forth in the Amendment:

- i. in Section 4(C), that CPUC Approval be obtained for the Fifth Amendment; and
- ii. in Section 4(D), that the CPUC finds that in its approval or otherwise, payments to be made under the Fifth Amendment are reasonable.

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

Very Truly Yours,

Lee Bailey
President
USRG Tracy GP, LLP
General Partner to Thermal Energy Development Partnership, LP

Concurring Statement

ACCEPTED AND AGREED:

PACIFIC GAS AND ELECTRIC COMPANY,
a California corporation

By: Marino Monardi

Name: Marino Monardi

Title: Director, Portfolio Management

Pacific Gas and Electric Company

Date: 14 Nov 2012