

33R012

**FIRST AMENDMENT TO THE  
 APRIL 1, 2005  
 MASTER POWER PURCHASE AND SALE AGREEMENT  
 BETWEEN  
 BUENA VISTA ENERGY, LLC AND  
 PACIFIC GAS AND ELECTRIC COMPANY**

THIS FIRST AMENDMENT ("First Amendment") is entered into by and between PACIFIC GAS AND ELECTRIC COMPANY ("PG&E"), a California corporation, and BUENA VISTA ENERGY, LLC, a California limited liability company. PG&E and BV are sometimes referred to herein individually as "Party" and collectively as the "Parties." All capitalized terms not defined herein shall have the meaning set forth in the PPA, as defined below.

**RECITALS**

A. Whereas, BV and PG&E are parties to that certain Master Power Purchase and Sale Agreement, dated April 1, 2005, ("PPA") and the Confirmation Letter, dated April 1, 2005.

B. Whereas, BV and PG&E agreed to keep BV's name and project location confidential for a period of six months pursuant to Section 10.12 of the PPA.

C. PG&E and BV now desire to amend the PPA in order to authorize the release of BV's name and project location at anytime on or after the date on which Buyer makes it advice letter filing seeking CPUC Approval of the PPA.

D. **NOW THEREFORE**, in consideration of the mutual promises and covenants contained herein, PG&E and BV agree to amend the PPA as follows:

**1. Amendment to PPA.**

Article 10, Section 10.11 of the Cover Sheet shall be amended by replacing the checked box with an unchecked box next to "Option B, RPS Confidentiality Applicable."

**2. No Other Modifications.**

No provision of the PPA other than the terms addressed in this First Amendment shall be deemed modified, amended, waived or otherwise affected by this First Amendment. If there is a conflict between the terms of the PPA and those of this First Amendment, this First Amendment shall control.

*9/10/05  
 4/25/05*

IN WITNESS WHEREOF, each Party has caused this First Amendment to be executed by their authorized representatives, effective 4/25/05. By signing this First Amendment, the representatives of the Parties warrant that they have the requisite authority to bind their respective principals.

PACIFIC GAS AND ELECTRIC COMPANY

BUENA VISTA ENERGY, LLC

Frank De Rosa  
By: Frank De Rosa  
Title: Director, Power Contracts  
Date: 4/25/05

G.W. Harold III  
By: George W. Harold III  
Title: authorized representative  
Date: April 25, 2005