

**FIRST AMENDMENT TO THE FEBRUARY 24, 2011 POWER PURCHASE AGREEMENT BETWEEN GASNA 16P, LLC AND PACIFIC GAS AND ELECTRIC COMPANY WITH RESPECT TO THE LA JOYA DEL SOL #1 PROJECT**

THIS FIRST AMENDMENT ("First Amendment") is entered into by and between PACIFIC GAS AND ELECTRIC COMPANY ("PG&E") and GASNA 16P, LLC ("GASNA 16P"). PG&E and GASNA 16P may be referred to herein individually as "Party" and collectively as "Parties." All capitalized terms not defined herein shall have the meaning set forth in the PPA, as defined below.

**RECITALS**

Whereas, GASNA 16P and PG&E are parties to the certain Power Purchase Agreement, dated February 24, 2011 ("PPA");

Whereas the Parties desire to amend the PPA to change the nameplate rating;

**NOW, THEREFORE**, in consideration of the mutual promises and covenants contained herein, PG&E and GASNA 16P agree as follows.

**1. Amendment of the PPA**

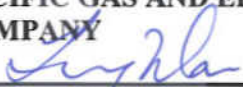
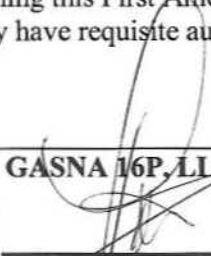
(a) The first sentence of Section 2.1.4 of the PPA, shall be deleted and replaced with the following:

"The Facility has a nameplate rating of 1500 (AC) kilowatts ("kW"), at unity power factor at 60 degrees Fahrenheit at sea level and has a primary voltage level of 12 kilovolts ("kV")."

**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 the First Amendment, this First Amendment shall control.

**IN WITNESS WHEREOF**, each Party has caused this First Amendment to be executed by its authorized representative, effective as of this 25 day of April 2011 (the "First Amendment Execution Date"). By signing this First Amendment, the representatives of the Parties warrant that they have requisite authority to bind their respective principals.

<b>PACIFIC GAS AND ELECTRIC COMPANY</b>  By: Fong Wan Title: Senior VP, Energy Procurement Date: <u>4/25/11</u>	<b>GASNA 16P, LLC</b>  By: <u>JORGE BARREDO LOPEZ</u> Title: <u>CEO</u> Date: <u>4/12/2011</u>
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