



**FIRST AMENDMENT TO THE POWER PURCHASE AGREEMENT BETWEEN PRISTINE SUN FUND  
8 SUTTER PGE LLC, AND PACIFIC GAS AND ELECTRIC COMPANY.**

THIS FIRST AMENDMENT ("First Amendment") to the Power Purchase Agreement dated August 31, 2011 is entered into by and between Pacific Gas and Electric Company ("PG&E") and Pristine Sun Fund 8 Sutter PGE, LLC ("Pristine Sun") for the Facility described as the 2179\_Smotherman project.

PG&E and Pristine Sun 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, Pristine Sun, LLC and PG&E executed that certain Power Purchase Agreement for the Facility, dated August 31, 2011 ("PPA");

Whereas, Pristine Sun, LLC, Pristine Sun Fund 8 Sutter PGE, LLC and PG&E executed that certain Consent to Assignment and Agreement, dated February 21, 2012 (the "Assignment");

Whereas, Pristine Sun Fund 8 Sutter PGE, LLC, now holds the entirety of the Seller's rights, title and interest in the PPA;

Whereas, the Parties desire to amend the PPA in order to reflect a modification in Facility Nameplate Capacity;

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

**1. Amendment of the PPA**

(a) The field in Section 2.1.4 of the PPA, Nameplate, shall be deleted and replaced with the following:

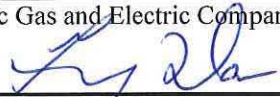
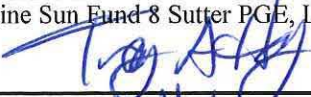
The Facility has a Nameplate of:

250 kilowatts ("kW")

**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 the date of last signature hereunder. By signing this First Amendment, the representatives of the Parties warrant that they have requisite authority to bind their respective principals.

Pacific Gas and Electric Company 	Pristine Sun Fund 8 Sutter PGE, LLC 
By: <i>Fong Wan</i>	By: <i>Troy A. Helweg</i>
Title: <i>Senior Vice President, Energy Procurement</i>	Title: <i>Managing Member</i>
Date: <i>7/23/2013</i>	Date: <i>7-23-2013</i>