

**SIXTH AMENDMENT TO THE POWER PURCHASE AGREEMENT BETWEEN PACIFIC
GAS AND ELECTRIC COMPANY AND SIERRA PACIFIC INDUSTRIES**

This Sixth Amendment (“Sixth Amendment”) is entered into by and between Pacific Gas and Electric Company (PG&E) and Sierra Pacific Industries (“SPI”), a California corporation for the Project described in the PPA (as defined below).

PG&E and SPI 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, SPI and PG&E executed that certain Power Purchase Agreement on August 9, 2012 (the “PPA”), as amended;

WHEREAS, SPI and PG&E executed a letter agreement on March 17, 2016 amending the PPA to allow for incremental generation (“Fifth Amendment”) and filed an advice letter with the CPUC on April 1, 2016 for approval of the Fifth Amendment;

WHEREAS, per GO 96-B, Section 7.7.2, either PG&E or any other party protesting an advice letter can seek rehearing of a resolution after it is approved by the CPUC;

WHEREAS, per CPUC Rule 16.1(a) that appeal period is 30 days after the CPUC issues the final resolution and the resolution is not final and non-appealable until 30 days after the resolution issues;

WHEREAS the Final Resolution E-4786 was issued on June 9, 2016, and;

WHEREAS, no party has protested Advice Letter 4818-E, and PG&E is the sole party with a right to seek rehearing under the rules,

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

- a) PG&E agrees that it will not seek a rehearing of Final Resolution E-4786, and
- b) The revised Effective Date for the Fifth Amendment is July 1, 2016.

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

IN WITNESS WHEREOF, each Party has caused this Sixth Amendment to be executed by its authorized representative, effective as of the date of last signature hereunder. By signing this Sixth Amendment, the representatives of the Parties warrant that they have requisite authority to bind their respective principals.

EXECUTION COPY

By: 

Name: Don Howerton

Title: Director, Renewable Energy Procurement

Date: 10/27/14

PACIFIC GAS AND ELECTRIC COMPANY, a California corporation

Acknowledged and Agreed:

By: _____

Name: George Emmerson

Title: President

Date: _____

SIERRA PACIFIC INDUSTRIES, a California corporation

By: _____

Name: Don Howerton

Title: Director, Renewable Energy Procurement

Date: _____

PACIFIC GAS AND ELECTRIC COMPANY, a California corporation

Acknowledged and Agreed:

By:  _____

Name: George Emmerson

Title: President

Date: June 27, 2016

SIERRA PACIFIC INDUSTRIES, a California corporation