

33R322

**FIRST AMENDMENT TO THE POWER PURCHASE AGREEMENT BETWEEN
RISING TREE WIND FARM II LLC**

THE FIRST AMENDMENT ("First Amendment") is entered into by and between PACIFIC GAS AND ELECTRIC COMPANY ("PG&E") and RISING TREE WIND FARM II LLC

for the Facility described as Rising Tree Wind Farm II LLC ("the Facility").

PG&E and Rising Tree Wind Farm II LLC may be referred 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, Rising Tree Wind Farm II LLC and PG&E executed that certain Power Purchase Agreement for the Facility, dated October 25, 2013 ("PPA");

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

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, PG&E and Rising Tree Wind Farm II LLC agree as follows.

1. Amendment of the PPA

- a) The Description of Units set forth in Section B(xii) of the Cover Sheet shall be deleted and replaced with:

The following provides the legal descriptions and assessor's parcel numbers for those parcels on which Seller expects the generating facility to be located:

TRACT 1

APN: 224-440-03, Renewable Land, LLC, Lease

Lot 2 in the Northeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, according to the official plat of said land approved by the Surveyor General, September 19, 1856.

Excepting therefrom one-half of all oil, gas, minerals and other hydrocarbon substances in and under the land above described, as reserved by Hugh F. Newman and Marion L. Newman, husband and wife, in Deed recorded December 10, 1975, in Book 4927, Page 2373, Official Records. The plat of a dependent resurvey of said Township was filed in the District Land Office February 28, 1940.

TRACT 2

APN: 224-440-04, Eddie Borna, Lease

The east ½ of the east ½ of Lot 1 of the northeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the Official Plat thereof.

TRACT 3

APN: 224-440-05, Renewable Land, LLC, Lease

Lot 1 in the Northeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat of said land approved by the Surveyor General on September 19, 1856 and the Plat of the Department of Resurvey of said land in file in the Bureau of Land Management field February 28, 1940.

Excepting therefrom the East ½ of the East ½ of said Lot 1, as conveyed to Frederick Carlson and Zulma Lea Carlson, husband and wife as joint tenants, in Deed recorded March 3, 1970 in Book 4373, Page 987 of Official Records.

Also excepting therefrom the West ½ of the West ½ of said Lot 1, as conveyed to Nicholas C. Theodore and Pauline R. Theodore, husband and wife as joint tenants recorded June 27, 1972 in Book 4692, Page 551 of Official Records.

Also excepting therefrom ½ of all oil, gas, minerals and other hydrocarbon substances within or underlying said land as reserved by Hugh F. Newman and Marion L. Newman, husband and wife in deed recorded March 15, 1960 in Book 3248, Page 798 of Official Records.

TRACT 4

APN: 224-440-15, Margie L. Pallett, Individually and as Trustee of the Harrison E. Pallett and Margie L. Pallett Trust, dated January 21, 1992, Lease

The northwest quarter of the northeast quarter of the northeast quarter of the southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian.

The northeast quarter of the northeast quarter of the northeast quarter of the southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian.

TRACT 5

APN: 224-440-16, James Frank Gergen and Dorothy Lee Gergen, as sole trustees of the Gergen Family Trust of 2003, under Declaration of Trust dated April 8, 2003, and Eugene F. Walinski and Mary Ann Walinski, Lease

The Southwest one-quarter of the Northeast one-quarter of the Northeast one-quarter of the Southeast one-quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian.

The Southeast one-quarter of the Northeast one-quarter of the Northeast one-quarter of the Southeast one-quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian.

TRACT 6

APN: 224-440-17, Rising Tree Wind Farm II LLC, Fee

The Southeast quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof.

The Plat of a dependent resurvey of said township was filed in the District Land Office February 28, 1940.

An exclusive easement over the West 30 feet of the East half of the East half of the Southeast quarter of said Section 36, to be used in common with others for ingress and egress, roadway and public utility purposes.

Excepting therefrom any portion thereof lying within the parcel described above.

TRACT 7

APN: 224-440-18, Rising Tree Wind Farm II LLC, Fee

The Northeast quarter of the Southwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, SBBM, according to the Official Plat thereof. The Plat of a dependent resurvey of said Township was filed in the District Land Office February 28, 1940.

Non-exclusive easements for ingress and egress, roadway and public utility purposes, to be used in common with others, over the West 30 feet and over the East 30 feet of the West half of the Southeast quarter of Section 36.

Non-exclusive easements for ingress and egress, roadway and public utility purposes, to be used in common with others, over the North 30 feet of the Northwest quarter of the Southwest quarter of the Northeast quarter of the Southeast quarter of said Section 36.

TRACT 8

APN: 224-440-19, Rising Tree Wind Farm II LLC, Fee

The Southeast quarter of the Southwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, according to the official plat thereof, the plat of a dependent resurvey of said Township was filed in the District Land Office, February 28, 1940.

Non-exclusive easements for ingress and egress, roadway and public utility purposes, to be used in common with others, over the West 30 feet and over the East 30 feet of the West half of the East half of the Southeast quarter of said Section 36.

TRACT 9

APN: 224-440-20, Rising Tree Wind Farm LLC, Fee

The Northwest quarter of the Southwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, according to the official plat thereof. The plat of a dependent resurvey of said Township was filed in the District Land Office February 28, 1940. Reserving therefrom

non-exclusive easements for ingress and egress, roadway and public utility purposes, over the North 30 feet of said land, to be used in common with others.

Non-exclusive easement for ingress and egress, roadway and public utility purposes, to be used in common with others, over the West 30 feet and over the East 30 feet of the West half of the Southwest quarter of said Section 36.

TRACT 10

APN: 224-440-21, Rising Tree Wind Farm LLC, Fee

The Southwest quarter of the Southwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, SBBM, according to the Official Plat thereof. The plat of a dependent resurvey of said Township was filed in the District Land Office February 28, 1940. Reserving therefrom non-exclusive easements for ingress and egress, roadway and public utility purposes, over the South 30 feet of said land, to be used in common with others.

Non-exclusive easements for ingress and egress, roadway and public utility purposes, to be used in common with others, over the West 30 feet and the East 30 feet of the West half of the Southeast quarter of said Section 36.

TRACT 11

APN: 224-440-26, Rising Tree Wind Farm II LLC, Fee

The North $\frac{1}{2}$ of the Northwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof.

TRACT 12

APN: 224-440-27, Rising Tree Wind Farm II LLC, Fee

The Northwest $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof.

A plat of a defendant resurvey of said township was filed in the District Land Office February 28, 1940.

TRACT 13

APN: 224-440-32, Rising Tree Wind Farm II LLC, Fee

The Southwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof filed in the District Land Office February 28, 1940.

Non-exclusive easements over the West 30 feet and over the East 30 feet of the West half of the East half of the Southeast quarter of said Section 36, to be used in common with others, for ingress and egress, roadway and public utility purposes.

Excepting therefrom any portion thereof lying within the parcel described above.

TRACT 14

APN: 224-440-33, Rising Tree Wind Farm II LLC, Fee

The West ½ of the Southeast ¼ of the Southeast ¼ of the Southeast ¼ of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof.

The Plat of a dependent resurvey of said Township was filed in the District Land Office February 28, 1940.

Except that portion of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, lying southeasterly of a line that lies 100 feet northwesterly of, parallel with and measured at right angles from the following described line and its prolongation.

Beginning at a point in the southerly line of said Section 36, distant thereon 89 degrees 07 minutes 27 seconds West, 563.31 feet from the Southeast corner of said Section, said point being the beginning of a non-tangent curve concave northwesterly and having a radius of 1216.61 feet, a radial line of said curve to said point bears South 47 degrees 54 minutes 43 seconds East; thence northeasterly along said curve, through an angle of 33 degrees 19 minutes 25 seconds, an arc length of 707.59 feet to the beginning of a reverse curve concave southeasterly and having a radius of 1000.15 feet, a radial line at said point of reverse curvatures bears South 81 degrees 14 minutes 08 seconds East; thence northeasterly along said reverse curve; through an angle of 27 degrees 21 minutes 38 seconds, an arc length of 477.60 feet to a point in the easterly line of said Section 36, distant thereon North 4 degrees 24 minutes 56 seconds West 1079.14 feet from said southeast section corner, a radial line of said curve to said point bears North 53 degrees 52 minutes 30 seconds West.

TRACT 15

APN: 224-440-35, Karl H. Reichwald and Andrea Reichwald, Lease

The southwest quarter of the northwest quarter of the southeast quarter of the southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof.

TRACT 16

APN: 224-440-36, Rising Tree Wind Farm II LLC, Fee

The East one half of the South one half of the Northwest quarter of the Southeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian, according to the official plat thereof, according to that Certain of Compliance recorded September 25, 2008 as Instrument No. 0208117809 of Official Records.

Non-exclusive easements over the West 30 feet and over the East 30 feet of the West half of the East half of the Southeast quarter of said Section 36, to be used in common with others, for ingress and egress, roadway and public utility purposes.

TRACT 17

APN: 224-440-37, Rising Tree Wind Farm LLC, Fee

The Northwest quarter of the Northwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof per Certificate of Compliance recorded March 1, 2011 as Instrument No. 0211026402 of Official Records.

TRACT 18

APN: 224-440-38, Rising Tree Wind Farm II LLC, Fee

The Northeast quarter of the Northwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, according to the official plat thereof.

Easements for ingress and egress, roadway and public utility purposes, to be used in common with others over the east 30 feet of the West half of the Southeast quarter of said Section 36.

TRACT 19

APN: 224-440-39, Rising Tree Wind Farm II LLC, Fee

The Southwest quarter of the Northwest quarter of the Northeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof. The plat of a dependent resurvey of said township was filed in the District Land Office February 28, 1940.

Easements for ingress and egress, roadway and public utility purposes, to be used in common with others over the west 30 feet of the west half of the east half of the southeast quarter of said Section 36.

TRACT 20

APN: 224-440-40, Cosby E. Turner, Jr., Lease

The southeast quarter of the northwest quarter of the northeast quarter of the southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Base and Meridian, in the unincorporated area, County of Kern, State of California, according to the official plat thereof.

TRACT 21

APN: 224-440-41, Rising Tree Wind Farm II LLC, Fee

The Southwest quarter of the Northeast quarter of the Southeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino

Meridian, according to the official plat thereof. The plat of a dependent resurvey of said Township was filed in the District Land Office February 28, 1949.

Reserving unto the Grantor herein, his successors and/or assigns, a non-exclusive easement for road and other incidental purposes over the Westerly and Southerly 32 feet of the above described land.

TRACT 22

APN: 224-440-42, Rising Tree Wind Farm II LLC, Fee

The East half of the East half of the Southeast quarter of the Southeast quarter of Section 36, Township 12 North, Range 13 West, San Bernardino Meridian, according to the official plat thereof on file in the District Land Office.

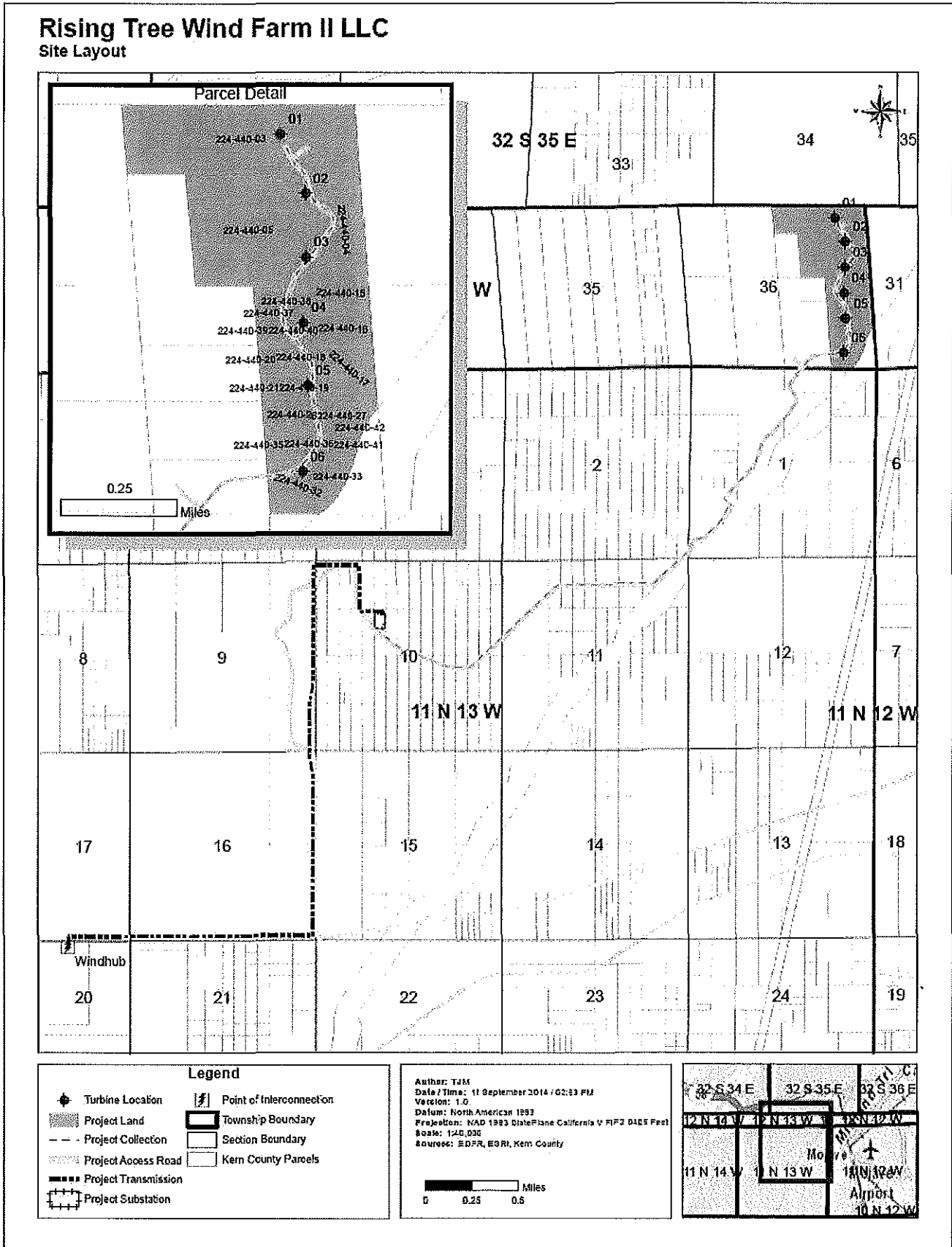
Except that portion of Section 36, Township 12 North, Range 13 West, lying Southeasterly of a line that lies 100 feet Northwesterly of, parallel with and measured at right angles from the following described lines and its prolongation:

Beginning at a point in the Southerly line of said Section 36, distant thereon North 89 degrees 07 minutes 27 seconds West 563.31 feet from the Southeast corner of said section, said point being the beginning of a non-tangent curve concave Northwesterly and having a radius of 1216.61 feet, a radial line of said curve to said point bears South 47 degrees 54 minutes 43 seconds East; thence Northeasterly along said curve, through an angle of 33 degrees 19 minutes 25 seconds, and arc length of 707.59 feet to the beginning of a reverse curve concave Southeasterly and having a radius of 1000.15 feet, a radial line at said point of reverse curvature bears South 81 degrees 14 minutes 08 seconds East thence Northeasterly along reverse curve, through an angle of 27 degrees 21 minutes 38 seconds, an arc length of 477.60 feet to a point in the Easterly line of said Section 36, distant thereon North 4 degrees 24 minutes 56 seconds West 1079.14 feet from said Southeast Section corner, a radial line of said curve to said point bears North 53 degrees, 52 minutes, 30 seconds West.

Each turbine has the following specifications:

Manufacture: Vestas
Model Number: V112-3.3
Size: 3.30 MW (nameplate rating)
Hub Height: 84 meters

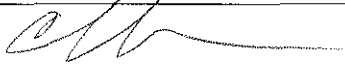

b) The following map is added to the end of Section B(xii) of the Cover Sheet.



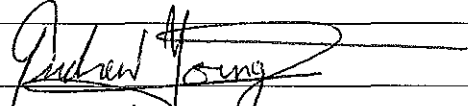
2. No Other Modifications

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	Rising Tree Wind Farm II LLC
By: 	By: 
Title: <i>Manager, Developing Gen. Contracts</i>	Title: Bernardo Goarmon Executive Vice President, Finance
Date: <i>10/13/14</i>	Date: <i>10/3/14</i>

YMA

Rising Tree Wind Farm II LLC
By: 
Title: Andrew Young Executive Vice President, Western Region
Date: <i>OCT. 3, 2014</i>

YMA