

THIRD AMENDMENT TO POWER PURCHASE AGREEMENT

This THIRD AMENDMENT TO POWER PURCHASE AGREEMENT ("Third Amendment") is entered into effective as of March 16, 2012 ("Third Amendment Effective Date") by and among San Diego Gas & Electric Company ("SDG&E" or "Buyer") and Catalina Solar, LLC ("Seller"). SDG&E and Seller are sometimes referred to herein individually as a "Party" and collectively as the "Parties."

WHEREAS, Buyer and Seller entered into a Power Purchase Agreement dated as of June 3, 2011 as amended by that First Amendment to Power Purchase Agreement dated as of November 30, 2011 and that Second Amendment to Power Purchase Agreement dated as of January 12, 2012 (as amended, the "Agreement").

WHEREAS, Buyer and Seller now desire to amend further the Agreement, under the terms and conditions set forth in this Third Amendment.

NOW, THEREFORE, for mutual and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

All capitalized terms not otherwise defined herein shall have the meanings attributed to them in the Agreement.

1.0 Conditions Precedent. Section 2.3(a) of the Agreement shall be deleted in its entirety and replaced with the following:


• **"CPUC Approval.** No later than April 30, 2012, Buyer shall have obtained CPUC Approval. Prior to this deadline, should the CPUC issue an order approving this Agreement with conditions or modifications that materially alter the commercial aspect of this Agreement, the Parties agree to use good faith efforts to renegotiate this Agreement and file the amended agreement with the CPUC seeking approval thereof. If, within sixty (60) days, no agreement is reached, either Party may terminate this Agreement upon delivery of Notice to the other Party."

2.0 No Other Modification. Except as modified and amended herein, all other terms and conditions of the Agreement shall remain unchanged and in full force and effect.

[Signatures appear on the next page]

IN WITNESS WHEREOF, the Parties have read this Third Amendment, understand it and agree to be bound by its terms.


Seller: Catalina Solar, LLC

By: 

Name: Paul Kaufman
EVP Transaction

Its: _____

Buyer: SAN DIEGO GAS & ELECTRIC COMPANY

By: 

Name: Matt Burkhardt

Its: VP, Electric & Fuel Procurement

Approved as to legal form: _____

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Legal

