

SECOND AMENDMENT TO EEI CONFIRMATION

This SECOND AMENDMENT TO EEI AGREEMENT CONFIRMATION ("Second Amendment") is entered into effective as of April 1, 2014 ("Second Amendment Effective Date") by and among Pilot Power Group, Inc. ("Pilot" or "Buyer") and San Diego Gas & Electric Company ("Seller" or "SDG&E). SDG&E and Buyer are sometimes referred to herein individually as a "Party" and collectively as the "Parties."

WHEREAS, Buyer and Seller entered into an EEI Master Power Purchase & Sale Agreement Confirmation Letter dated as of February 28, 2013 (the "Agreement").

WHEREAS, Buyer and Seller entered into a First Amendment to EEI Confirmation on July 29, 2013.

WHEREAS, Buyer and Seller now desire to amend the Agreement again, under the terms and conditions set forth in this Second 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 Exhibit A:

Exhibit A shall be deleted in its entirety and replaced with the amended Exhibit A attached hereto to reflect the full pool of resources constituting the Project utilized by Seller to provide Product during the Delivery Period.

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.

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

Buyer: PILOT POWER GROUP, INC

By: 

Name: John S. Friderichs

Title: Director, Origination & Development

Seller: SAN DIEGO GAS & ELECTRIC COMPANY

By: 

Name: Dan Baerman

Title: Director Origination & Portfolio Design

Approved as to legal form: _____

**AMENDED EXHIBIT A
TO THE CONFIRMATION BETWEEN PILOT POWER GROUP, INC AND SAN DIEGO GAS & ELECTRIC COMPANY
DATED: FEBRUARY 28, 2013, AS AMENDED**

CEC ID	Facility Name		Technology	Location
60002A 60003A 60004A 60005A 60006A 60007A 60008A 60009A 60012D 60013D 60014C 60015C 60016C	Calpine - Geysers	40235	Geothermal	Sonoma & Lake County, CA
60652A	Campo Verde Solar (Southern Company)	1/31/2011	Solar PV	Imperial Valley, CA
60850A	Cascade SunEdison (RAM 2)	10/19/2012	Solar PV	Sun Fair, CA
61590A	Catalina Solar (EDF)	6/3/2011	Solar PV	Mojave, CA
60837C	Centinela Solar Energy Expansion	7/29/2010	Solar PV	Calexico, CA
60837C	Centinela Solar Energy	5/10/2010	Solar PV	Calexico, CA
61899C	Con Dios Solar 33	11/2/2012	Solar PV	Valley Center, CA
60376E	Coram Energy, LLC	7/15/2010	Wind	Tehachapi, CA
60431A	AES Delano Inc.	12/21/2006	Bio-mass	Delano, CA
61657A	Tenaska Imperial Solar Energy Center South	11/10/2010	Solar PV	Calexico, CA
62278C	Tenaska Imperial Solar Energy Center West	3/8/2011	Solar PV	Imperial Valley, CA
62046C	Desert Green Solar Farm LLC	3/31/2011	Solar PV	Borrego Springs, CA
62618C	ECOS Calico Ranch Solar Project (FIT)	6/7/2013	Solar PV	Julian, CA
61292A	Mount Signal Solar Farm	2/3/2012	Solar PV	Imperial Valley, CA
62048C	LanEast Solar Farm LLC	3/31/2011	Solar PV	Boulevard, CA
62050C	LanWest Solar Farm LLC	3/31/2011	Solar PV	Boulevard, CA
61671A	Manzana Wind	2/14/2012	Wind	Tehachapi, CA
61665C	Maricopa Solar II	4/16/2013	Solar PV	Maricopa, CA
60481A	MM San Diego Energy (Miramar)	11/9/2012	BioGas	San Diego, CA
62362C	NLP Valley Center Solar, LLC	4/16/2013	Solar PV	Valley Center, CA
61211A	Borrego PV Solar I	1/25/2011	Solar PV	Borrego Springs, CA
61400A	Ocotillo Wind Energy Facility	2/1/2011	Wind	Imperial Valley, CA
60441A	Olivenhain Municipal Water District	7/23/2013	Hydro	Encinitas, CA
60433A	Otay Landfill I	5/1/2009	BioGas	Chula Vista, CA
60434E	Otay Landfill II	2/22/2011	BioGas	Chula Vista, CA
62328A	Otay Landfill V	12/27/2011	BioGas	Chula Vista, CA
62329A	Otay Landfill VI	12/27/2011	BioGas	Chula Vista, CA
61555C	Pacific Wind, LLC	4/20/2010	Wind	Tehachapi, CA
60690A	Blue Lake Power, LLC	6/9/2008	Bio-mass	Blue Lake, CA
62047C	Rugged Solar LLC	5/17/2011	Solar PV	Boulevard, CA
60387E	San Gorgonio Westwinds II (RAM3)	4/16/2013	Wind	Palm Springs, CA
60435A	San Marcos Energy LLC	11/20/2009	BioGas	San Marcos, CA
61840C	Sol Orchard San Diego 20 LLC	4/11/2011	Solar PV	Ramona, CA

62435C	Sol Orchard San Diego 21 LLC	4/11/2011	Solar PV	Ramona, CA
61839C	Sol Orchard San Diego 22 LLC	4/11/2011	Solar PV	Valley Center, CA
62436C	Sol Orchard San Diego 23 LLC	4/11/2011	Solar PV	Valley Center, CA
61646C 61844C 61645C	SolarGen2 Imperial Valley	6/24/2011	Solar PV	Imperial Valley, CA
60886A	Sycamore Landfill	11/20/2009	BioGas	Santee, CA
62562C	TallBear Seville (Regenerate)	12/13/2012	Solar PV	El Centro, CA
62049C	Tierra del Sol Solar Farm LLC	5/17/2011	Solar PV	Boulevard, CA
61330C	Victor Mesa Linda B LLC	3/30/2012	Solar PV	Victorville, CA
61845C	Victorville Landfill Solar Project	10/23/2013	Solar PV	Victorville, CA
61328C	Western Antelope Dry Ranch LLC	3/30/2012	Solar PV	Lancaster, CA
61943C	Zodiac Solar A	10/29/2012	Solar PV	Potrero, CA
61947C	Zodiac Solar E	10/29/2012	Solar PV	Potrero, CA