



Michael Ruzzo
Senior Energy Administrator
Generation & Supply Management

San Diego Gas & Electric Company
8315 Century Park Court, CP21D
San Diego, CA 92123-1548

Tel: 858-654-8723
Fax: 858-654-6191
MRuzzo@SempraUtilities.com

August 22, 2016

NLP Valley Center Solar, LLC
17901 Von Karman Avenue, Suite 1050
Irvine, CA 92614
Attention: David Sanders

Re: Letter Agreement Clarifying the Delivery Term Contract Quantity Schedule

Mr. Sanders:

Reference is made to the ReMAT Power Purchase Agreement dated July 20, 2015 ("PPA") between San Diego Gas & Electric Company ("Buyer") and NLP Valley Center Solar, LLC ("Seller", and together with Seller are sometimes referred to collectively as the "Parties"). Capitalized terms not defined herein shall be defined in the Agreement.

The purpose of this is letter agreement is to clarify the Contract Quantities in the Delivery Term Contract Quantity Schedule in Section 3.2 of the Agreement. For avoidance of doubt, based on the Contract Capacity, the Parties hereby agree that the Contract Quantities in the Delivery Term Contract Quantity Schedule shall be replaced with the following Contract Quantities:

Delivery Term Contract Quantity Schedule	
Contract Year	Contract Quantity (kWh/yr.)
1	6,349,304
2	6,317,557
3	6,285,970
4	6,254,540
5	6,223,267
6	6,192,151
7	6,161,190
8	6,130,384
9	6,099,732
10	6,069,233
11	6,038,887
12	6,008,693
13	5,978,649
14	5,948,756
15	5,919,012

16	5,889,417
17	5,859,970
18	5,830,670
19	5,801,517
20	5,772,509

Please confirm our mutual understanding by countersigning a copy of this clarification letter in the space provided below and return to the undersigned. Also, please note that nothing herein shall be deemed as a waiver of any rights and obligations of the Parties under the PPA.

Please feel free to contact me with any questions.

Kind Regards,



Michael Ruzzo
Senior Energy Administrator
San Diego Gas & Electric Company

ACKNOWLEDGED AND AGREED:

NLP VALLEY CENTER SOLAR, LLC

Signed: 

Name: David Sanders

Title: Authorized signatory

Date: 8/22/10

- CC: Stephen R. Taylor – SDG&E
Si-Hung Choy – SDG&E
Patrick Brown – BayWa r.e.
Ryan Economy – BayWa r.e.