

FIRST AMENDMENT TO THE
MASTER POWER PURCHASE AND SALE AGREEMENT
BETWEEN
WELLHEAD POWER GATES, LLC
AND
CALIFORNIA DEPARTMENT OF WATER RESOURCES

THIS FIRST AMENDMENT (“Amendment”), dated as of October 17, 2001, is by and between WELLHEAD POWER GATES, LLC (“Seller”), a California limited liability company, and CALIFORNIA DEPARTMENT OF WATER RESOURCES, acting solely under the authority and powers created by AB1-X, codified as Sections 80000 through 80270 of the California Water Code, and not under its powers and responsibilities with respect to the State Water Resources Development System (“Buyer”).

RECITALS

- A. On August 14, 2001 Seller (by its predecessor in interest, Wellhead Power Panoche, LLC, formerly known as Wellhead Power, LLC) and Buyer entered into the Master Power Purchase and Sale Agreement (“PPA”) pursuant to which Buyer purchases electric power from Seller and Seller sells electric power to Buyer.
- B. Shortly after the PPA was signed, Seller identified that the Contract Quantity paragraph (Section B, Attachment 1-Gates Transaction) indicated an erroneous Net Guaranteed Capacity (“NGC”) of 41.3 MW. The correct NGC is 46.554 MW.
- C. Seller and Buyer now desire to amend the PPA to reflect the correct NGC.

In consideration of the mutual promises and covenants contained herein, Seller and Buyer agree to as follows:

- 1. REVISE CONTRACT QUANTITY-Buyer and Seller agree to amend Attachment 1, Section B, Contract Capacity of the PPA, to designate the Net Guaranteed Capacity of the Gates Unit as 46.554 MW.
- 2. EFFECTIVENESS- This Amendment shall become effective upon execution by Buyer and Seller.

3. SIGNATURES- In witness whereof , Seller and Buyer have caused this Amendment to be executed by their authorized representatives.

WELLHEAD POWER GATES, LLC

CALIFORNIA DEPARTMENT OF WATER RESOURCES, acting solely under the authority and powers created by AB1-X, codified as Sections 80000 through 80270 of the of the California Water Code, under its powers and responsibilities with respect to the California State Water Resources Development System

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____