

FIRST AMENDMENT TO
MEMORANDUM OF UNDERSTANDING
DATED FEBRUARY 19, 2008

WHEREAS, on February 19, 2008, Ladera Hope, a California non-profit corporation ("Ladera Hope"), Wellhead Power Margarita, LLC, a California limited liability company ("Wellhead"), and San Diego Gas & Electric, a California corporation ("SDG&E"), which parties are collectively referred to herein as the "Parties," executed a Memorandum of Understanding ("Agreement") attached hereto as Exhibit A;

WHEREAS, the Parties desire to extend the dates set forth in Section A.1 of the Agreement;

WHEREAS, the Parties collectively desire to execute this First Amendment to the Agreement ("First Amendment");

WHEREAS, in consideration of mutual covenants contained herein and other good and valuable consideration, the value, sufficiency and receipt of which are hereby acknowledged, the Parties agree to amend the Agreement by the following First Amendment:

Section A.1. of the Agreement is hereby amended as follows:

A. Review Process

Wellhead, SDG&E and Ladera Hope agree to a supplemental environmental review process as follows:

1. Agreement Not to Prosecute the Litigation. The Parties agree to suspend active prosecution of the Litigation, including, but not limited to, pleadings and discovery until May 13, 2008, and except in the event of a material breach of Section A.11. of this Agreement. The Parties agree to request the Court to postpone the Status Conference currently scheduled for April 21, 2008 to a new date that is no sooner than May 13, 2008. If the Court does not issue an Order continuing the April 21, 2008 Status Conference to May 13, 2008, or to a subsequent date, the Parties shall jointly appear at the April 21, 2008 Status Conference and communicate to the Court that Parties are exploring settlement discussions and would like to schedule a subsequent Status Conference approximately thirty (30) days from April 21, 2008. The Parties acknowledge that Ladera Hope's March 28, 2008 filing of a document entitled "PETITIONERS' REQUEST FOR HEARING ON CEQA CLAIMS PURSUANT TO PUBLIC RESOURCES CODE SECTION 21167.4(a)" did not violate this Section 1.

Section B.3. of the Agreement is hereby amended as follows:

3. The dispute resolution deadline of April 21, 2008 is hereby extended to April 29, 2008.

No other additional provisions of the Agreement have been amended by this First Amendment and all other such non-amended provisions of the Agreement shall remain in force and effect.

IN WITNESS WHEREOF, this First Amendment to the Agreement was executed on April 21, 2008.

AGREED AND ACCEPTED:

Ladera Hope, a California non-profit corporation

By: _____
Its: President

Darryl Serlin

Sonia Serlin

Michele Lynch

Scott Lynch

Barry Lyon

Stephanie Lyon

Wellhead Power Margarita LLC, a California limited liability company

By: 
Its: _____

San Diego Gas & Electric, a California corporation

By: 
Its: Vice President – E&G Procurement

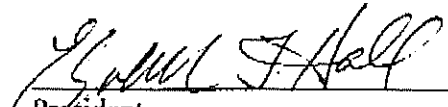
No other additional provisions of the Agreement have been amended by this First Amendment and all other such non-amended provisions of the Agreement shall remain in force and effect.

IN WITNESS WHEREOF, this First Amendment to the Agreement was executed on April 16, 2008.

AGREED AND ACCEPTED:

Ladera Hope, a California non-profit corporation

Wellhead Power Margarita LLC, a California limited liability company

By: 
Its: President

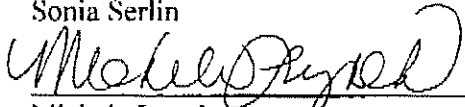
By: _____
Its: _____

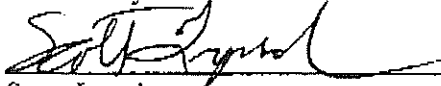
Darryl Serlin

San Diego Gas & Electric, a California corporation

Sonia Serlin

By: _____
Its: _____


Michele Lynch


Scott Lynch

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Stephanie Lyon

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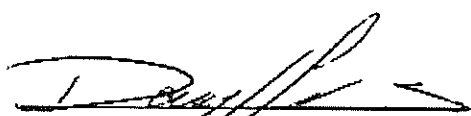
AGREED AND ACCEPTED:


Ladera Hope, a California non-profit corporation

Wellhead Power Margarita LLC, a California limited liability company

By: _____
Its: President

By: _____
Its: _____




Darryl Serlin


Sonia Serlin

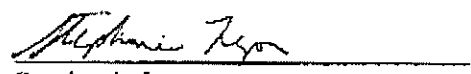
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