

California Independent System Operator Corporation
Fifth Replacement Tariff

of the other Party to any Affiliate of the assigning Party with an equal or greater credit rating and with the legal authority and operational ability to satisfy the obligations of the assigning Party under this Agreement; and provided further that the Interconnection Customer will have the right to assign this Agreement without the consent of the other Party, for collateral security purposes to aid in providing financing for the Generating Facility, provided that the Interconnection Customer will require any secured party, trustee or mortgagee to notify the other Party of any such assignment. Any financing arrangement entered into by the Interconnection Customer pursuant to this Section will provide that prior to or upon the exercise of the secured party's, trustee's or mortgagee's assignment rights pursuant to said arrangement, the secured creditor, the trustee or mortgagee will notify the other Party of the date and particulars of any such exercise of assignment right(s). Any attempted assignment that violates this Section is void and ineffective. Any assignment under this Agreement will not relieve a Party of its obligations, nor will a Party's obligations be enlarged, in whole or in part, by reason thereof. Where required, consent to assignment will not be unreasonably withheld, conditioned or delayed. Notwithstanding the foregoing, this Agreement may be assigned to a successor in interest to the Interconnection Customer pursuant to the underlying interconnection process under which the Interconnection Customer's Interconnection Request is being processed.

IN WITNESS THEREOF, the Parties have caused this Agreement to be duly executed by their duly authorized officers or agents on the day and year first above written.

California Independent System Operator Corporation

By: _____

Printed Name: _____

Title: _____

Date: _____

[Insert name of the Downsizing Generator]

By: _____

Printed Name: _____

Title: _____

Date: _____

March 8, 2016