

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO**

2006 DEC 13 AM 8:45

IN THE MATTER OF THE APPLICATION)
PUBLIC SERVICE COMPANY OF COLORADO)
FOR AN ORDER APPROVING ITS SOLAR) Docket No. 06A-534E
ENERGY PURCHASE AGREEMENT WITH)
SUN E ALAMOSAL, LLC, DATED)
SEPTEMBER 1, 2006)

Harris
9
+
25
(3)

STIPULATION WITH RESPECT TO PROJECT DOCUMENTS

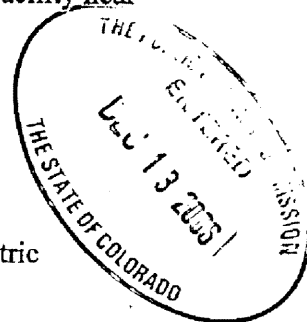
SunE Alamosa1, LLC ("SunE"), the Staff of the Public Utilities Commission of the State of Colorado ("Staff"), and the Colorado Office of Consumer Counsel ("OCC") (collectively "Parties") hereby enter into this Agreement obligating SunE to make available to the Staff and the OCC, under certain terms and conditions, certain documents and information regarding a proposed solar photovoltaic electric generating facility near Alamosa, Colorado.

I. Recitals

WHEREAS SunE, a wholly-owned subsidiary of Sun Edison, LLC, ("SunEdison") is proposing to construct and operate a solar photovoltaic electric generating facility to be located near Alamosa, Colorado;

WHEREAS SunE, the Staff, and the OCC are all parties to Docket No. 06A-534E which is a proceeding before the Colorado Public Utilities Commission ("Commission") regarding an application by Public Service Company of Colorado ("PSCo") requesting (a) approval of a Solar Energy Purchase Agreement ("SEPA") between PSCo and SunE and (b) a Commission finding that it is prudent for PSCo to enter into the SEPA;

WHEREAS SunE, the Staff, and the OCC, among others, are all parties to the Stipulation for Approval of Solar Energy Purchase Agreement between Public Service Company of Colorado and Sun E Alamosa1, LLC ("the Stipulation for Approval") in Docket No. 06A-534E which, among other things, calls for the Commission to approve the SEPA and find that it is prudent for PSCo to enter into the SEPA with SunE;



WHEREAS the Staff and the OCC desire additional information regarding SunE's proposed facility which, if successfully constructed, will be largest solar electric generating facility in the state of Colorado; and

WHEREAS SunE has agreed to provide the requested information, under the terms and conditions set forth in this Agreement, as part of the good and sufficient consideration provided by SunE in exchange for the Staff's and the OCC's agreement to enter into the aforementioned Settlement Agreement in Docket No. 06A-534E.

THEREFORE SunE, the Staff, and the OCC hereby enter in this Agreement as set forth below.

II. Agreement

A. Within three (3) business days of the mailed date of a Final Commission Order in Docket No. 06A-534E which approves the Stipulation for Approval without modification, approves the proposed SEPA without conditions, and finds that it is prudent for PSCo to enter into the SEPA, SunE shall provide one copy of the following documents and information to the Staff and the OCC:

1. The engineering and construction information provided by SunE to its lender including an engineering production performance study, a 13.8 kV one line drawing, a shading analysis at a 55 degree tilt and 20 degree tilt, a construction schedule, a seasonal tracker engineering document, a NOAA Alamosa report, a Black and Veatch site plan, and the module and Solon Eco-mover specifications;
2. The total budgeted capital costs for the SunE Alamosa project; and
3. The projected annual operations and maintenance expenses for the SunE Alamosa project.

B. If the preconditions in paragraph II.A. above are satisfied in full, within seven (7) days of receipt (in the case of any Black and Veatch report) or creation (in all other cases), SunE shall provide one copy of the following information to the Staff and the OCC:

1. The Black and Veatch report to SunE's lender regarding the SunE Alamosa project. However, such report shall only be provided if SunE can obtain the lender's permission to provide it to the Staff and the OCC under this Agreement. SunE

shall make reasonable efforts to persuade its lender to permit a copy of the report to be provided under this Agreement. SunE also reserves the right to redact any portions of that report that include information relating to the lender's terms and conditions;

2. Engineering documents sufficient to fully explain and describe any change in the design, materials, components, or construction of the SunE Alamosa project if such change causes Black and Veatch to amend or supplement their report to SunE's lender. SunE shall also provide the amended or supplemented Black and Veatch report under the same conditions and limitations as set forth in paragraph II.B.1. of this Agreement;

3. Monthly construction reports;

4. The total capital costs for the SunE Alamosa project, as-built; and

5. As-built engineering drawings.

C. If the preconditions in paragraph II.A. above are satisfied in full, any member of the Staff or the OCC may request, with a minimum seven (7) day notice, a guided site visit of the SunE Alamosa facility, provided, however, that site visits shall be coordinated between and among the Staff and the OCC to the best of their ability.

D. Confidentiality. The Staff and the OCC expressly acknowledge SunE's concerns regarding the information that SunE believes is highly confidential and treats as trade secrets. In recognition of these concerns, the Staff and the OCC agree as follows:

1. The Staff and the OCC collectively shall be provided one copy of each document. No member of the Staff or the OCC shall make any copies or reproductions, in whole or in part, of the documents provided. Any notes taken regarding the documents provided shall be accorded highly confidential treatment, and shall be subject to review by representatives of SunE upon request and reasonable notice. Any such notes and all copies thereof shall be returned to SunE or destroyed at the time the note-taker leaves the employ of the Staff or the OCC if such departure occurs before January 1, 2014.

2. Within seven (7) days of the effective date of this Agreement, the Staff and the OCC shall provide SunE with a list of the persons who will have access to information provided in accordance with this Agreement. Such list shall be provided in the form set forth in Exhibit A to this Agreement. Such list may be amended by the Staff

or the OCC from time to time, however no person shall have access to the information provided under this Agreement until seven (7) days after the Staff or the OCC has provided notice to SunE that the person has been added to the list. The Staff and the OCC shall make reasonable efforts to appropriately limit the number of persons who are included on the list. Each person on the list shall be an employee of the State of Colorado. To the extent that the Staff or the OCC wishes to amend such list to include consultants to or temporary employees of the Staff or the OCC, SunE shall be provided with thirty (30) days advance notice prior to any document disclosure and with an opportunity to object to such amendment. Interns shall not be included on the list and shall not have access to the information provided under this Agreement.

3. No documents shall leave the building where the Staff and the OCC offices are located. When not being reviewed, the documents shall be stored in a locked filing cabinet.

4. The Staff and the OCC shall maintain a review log in the form set forth in Exhibit B to this Agreement which shall be used to record who reviews the documents provided.

5. Each person who reviews the documents shall execute a non-disclosure Agreement in the form set forth in Exhibit C to this Agreement.

6. Each person who reviews the documents shall treat the documents and their contents as trade secrets and confidential and shall not discuss or disclose the documents or their contents with or to any person other than another person who is entitled to review the documents and who has executed an appropriate non-disclosure agreement. The foregoing provisions of this paragraph shall not apply where a person is under a lawful judicial or administrative order or statutory duty to disclose the documents or the information in the documents. In all such instances, the Staff or the OCC as applicable shall promptly notify SunE of (a) the existence of any proceeding where disclosure is being sought and (b) the existence of any judicial or administrative order or statutory duty regarding disclosure of the documents or the information in the documents. Further, in all such instances, the Staff or the OCC as applicable shall provide SunE a reasonable opportunity to defend the confidentiality of the information prior to its disclosure.

E. Return of the documents. The Staff and the OCC shall return the documents to SunE or SunE's counsel within 90 days of the in-service date of the SunE Alamosa facility, which date shall be communicated by SunE or SunEdison to the Staff and the OCC.

III. General Terms

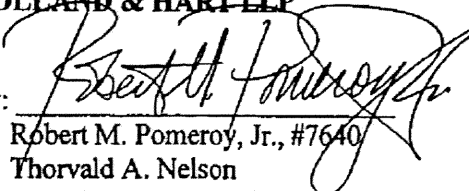
A. Effective Date. This Agreement shall be effective on the date when a duly-authorized representative of each Party has executed the Agreement.

B. Counterparts. This Agreement may be executed in counterparts all of which when taken together shall constitute the entire Agreement.

C. Complete Agreement. This Agreement represents the complete agreement between the Parties with respect to the issues addressed in the Agreement.

HOLLAND & HART LLP

By: _____


Robert M. Pomeroy, Jr., #7640
Thorvald A. Nelson
8390 East Crescent Pkwy, Suite 400
Greenwood Village, CO 80111
(303) 290-1600
(303) 290-1606 – Fax

Attorneys for SunE Alamosa 1, LLC

**STAFF OF THE COLORADO PUBLIC
UTILITIES COMMISSION**

By: _____

Richard P. Mignogna, PhD.
Engineer
Colorado Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
Telephone: (303) 894-2047

**COLORADO OFFICE OF THE
CONSUMER COUNSEL**

By: _____

PB Schechter
Rate/Financial Analyst
Office of Consumer Counsel
1580 Logan Street, Suite 740
Denver, CO 80203
(303) 894-2124

Approved as to Form:

JOHN W. SUTHERS
Attorney General

APPROVED AS TO FORM:

JOHN W. SUTHERS
Attorney General

By: _____

Jean S. Watson-Weidner, #21036
Assistant Attorney General
Business and Licensing Section
1525 Sherman Street, 5th Floor
Denver, CO 80203
Telephone: (303) 866-5158

By: _____

Stephen W. Southwick, #30389
First Assistant Attorney General
Office of the Attorney General
1525 Sherman Street, 7th Floor
Denver, Colorado 80203
Fax: (303) 866-5342
Telephone: (303) 866-5869
Stephen.Southwick@state.co.us

Attorney for the Colorado Office of the
Consumer Counsel

Attorney for the Staff of the Colorado
Public Utilities

HOLLAND & HART LLP

By: _____
 Robert M. Pomeroy, Jr., #7640
 Thorvald A. Nelson
 8390 East Crescent Pkwy, Suite 400
 Greenwood Village, CO 80111
 (303) 290-1600
 (303) 290-1606 – Fax
 Attorneys for SunE Alamosa 1, LLC

STAFF OF THE COLORADO PUBLIC UTILITIES COMMISSION

By: _____
 Richard P. Mignogna, PhD.
 Engineer
 Colorado Public Utilities Commission
 1580 Logan Street, OL-2
 Denver, CO 80203
 Telephone: (303) 894-2047

COLORADO OFFICE OF THE CONSUMER COUNSEL

By: RB Schechter
 PB Schechter
 Rate/Financial Analyst
 Office of Consumer Counsel
 1580 Logan Street, Suite 740
 Denver, CO 80203
 (303) 894-2124

Approved as to Form:

JOHN W. SUTHERS
 Attorney General

APPROVED AS TO FORM:

JOHN W. SUTHERS
 Attorney General

By: _____
 Jean S. Watson-Weidner, #21036
 Assistant Attorney General
 Business and Licensing Section
 1525 Sherman Street, 5th Floor
 Denver, CO 80203
 Telephone: (303) 866-5158

By: _____
 Stephen W. Southwick, #30389
 First Assistant Attorney General
 Office of the Attorney General
 1525 Sherman Street, 7th Floor
 Denver, Colorado 80203
 Fax: (303) 866-5342
 Telephone: (303) 866-5869
Stephen.Southwick@state.co.us

Attorney for the Colorado Office of the
 Consumer Counsel

Attorney for the Staff of the Colorado
 Public Utilities

HOLLAND & HART LLP

By: _____
Robert M. Pomeroy, Jr., #7640
Thorvald A. Nelson
8390 East Crescent Pkwy, Suite 400
Greenwood Village, CO 80111
(303) 290-1600
(303) 290-1606 - Fax

Attorneys for SunE Alamosa, LLC

STAFF OF THE COLORADO PUBLIC UTILITIES COMMISSION

By: _____
Richard P. Mignogna, PhD.
Engineer
Colorado Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
Telephone: (303) 894-2047

COLORADO OFFICE OF THE CONSUMER COUNSEL

By: _____
PB Schechter
Rate/Financial Analyst
Office of Consumer Counsel
1580 Logan Street, Suite 740
Denver, CO 80203
(303) 894-2124

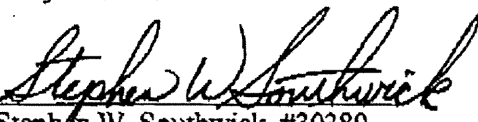
APPROVED AS TO FORM:

JOHN W. SUTHERS
Attorney General

Approved as to Form:

JOHN W. SUTHERS
Attorney General

By: _____
Jean S. Watson-Weidner, #21036
Assistant Attorney General
Business and Licensing Section
1525 Sherman Street, 5th Floor
Denver, CO 80203
Telephone: (303) 866-5158

By: 
Stephen W. Southwick, #30389
First Assistant Attorney General
Office of the Attorney General
1525 Sherman Street, 7th Floor
Denver, Colorado 80203
Fax: (303) 866-5342
Telephone: (303) 866-5869
Stephen.Southwick@state.co.us

Attorney for the Staff of the Colorado
Public Utilities

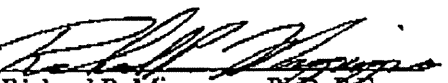
Attorney for the Colorado Office of the
Consumer Counsel

HOLLAND & HART LLP

STAFF OF THE COLORADO PUBLIC UTILITIES COMMISSION

By: _____
Robert M. Pomeroy, Jr., #7640
Thorvald A. Nelson
8390 East Crescent Pkwy, Suite 400
Greenwood Village, CO 80111
(303) 290-1600
(303) 290-1606 – Fax

Attorneys for SunE Alamosa1, LLC

By: 
Richard P. Mignogna, Ph.D. P.E.
Engineer
Colorado Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
Telephone: (303) 894-2871

COLORADO OFFICE OF THE CONSUMER COUNSEL

APPROVED AS TO FORM:

By: _____
PB Schechter
Rate/Financial Analyst
Office of Consumer Counsel
1580 Logan Street, Suite 740
Denver, CO 80203
(303) 894-2124

JOHN W. SUTHERS
Attorney General

Approved as to Form:

JOHN W. SUTHERS
Attorney General

By: _____
1 Jean S. Watson-Weidner, #21036
Assistant Attorney General
Business and Licensing Section
1525 Sherman Street, 5th Floor
Denver, CO 80203
Telephone: (303) 866-5158

By: _____
Stephen W. Southwick, #30389
First Assistant Attorney General
Office of the Attorney General
1525 Sherman Street, 7th Floor
Denver, Colorado 80203
Fax: (303) 866-5342
Telephone: (303) 866-5869
Stephen.Southwick@state.co.us

Attorney for the Staff of the Colorado
Public Utilities

Attorney for the Colorado Office of the
Consumer Counsel

HOLLAND & HART LLP

STAFF OF THE COLORADO PUBLIC UTILITIES COMMISSION

By: _____
Robert M. Pomeroy, Jr., #7640
Thorvald A. Nelson
8390 East Crescent Pkwy, Suite 400
Greenwood Village, CO 80111
(303) 290-1600
(303) 290-1606 – Fax

Attorneys for SunE Alamosa1, LLC

By: _____
Richard P. Mignogna, PhD. P.E.
Engineer
Colorado Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
Telephone: (303) 894-2871

COLORADO OFFICE OF THE CONSUMER COUNSEL

APPROVED AS TO FORM:

By: _____
PB Schechter
Rate/Financial Analyst
Office of Consumer Counsel
1580 Logan Street, Suite 740
Denver, CO 80203
(303) 894-2124

JOHN W. SUTHERS
Attorney General

Approved as to Form:

JOHN W. SUTHERS
Attorney General

By: Jean S. Watson-Weidner
Jean S. Watson-Weidner, #21036
Assistant Attorney General
Business and Licensing Section
1525 Sherman Street, 5th Floor
Denver, CO 80203
Telephone: (303) 866-5158

By: _____
Stephen W. Southwick, #30389
First Assistant Attorney General
Office of the Attorney General
1525 Sherman Street, 7th Floor
Denver, Colorado 80203
Fax: (303) 866-5342
Telephone: (303) 866-5869
Stephen.Southwick@state.co.us

Attorney for the Staff of the Colorado Public Utilities

Attorney for the Colorado Office of the Consumer Counsel

EXHIBIT C
NON-DISCLOSURE AGREEMENT

I do hereby certify and attest that I have reviewed the Agreement dated
[INSERT EFFECTIVE DATE] between SunE Alamosa 1, the Staff of the Public
Utilities Commission of the State of Colorado, and the Colorado Office of Consumer
Counsel; that I am authorized to review the documents and information provided by
SunE to the Staff and the OCC under that Agreement; and that I do hereby agree to be
bound to the Agreement's terms including the terms regarding the highly confidential
treatment to be afforded to the documents and information provided by SunE to the Staff
and the OCC.

Signature: _____

Name: _____

Title: _____

Employer: _____

Address: _____

Date: _____

Attested by Counsel:

Signature: _____

Name: _____

Date: _____

CERTIFICATE OF SERVICE

06A-534E

I hereby certify that on this, the 13th day of December 2006, the original and seven (7) copies of the foregoing **STIPULATION WITH RESPECT TO PROJECT DOCUMENTS** were served via hand delivery on:

Doug Dean, Director
Colorado Public Utilities Commission
1580 Logan OL2
Denver, CO 80203

and a copy was emailed addressed to:

*Richard Mignogna
Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
richard.mignogna@dora.state.co.us

*Neil Langland
Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
neil.langland@dora.state.co.us

Robert Skinner
Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
bob.skinner@dora.state.co.us

Bill Harris
Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
bill.harris@dora.state.co.us

*Frank Shafer
Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
frank.shafer@dora.state.co.us

*Jeff Hein
Public Utilities Commission
1580 Logan Street, OL-2
Denver, CO 80203
jeff.hein@dora.state.co.us

Paul C. Gomez
Mark Valentine
Assistant Attorney General
Office of the Attorney General
1525 Sherman Street, 6th Floor
Denver, CO 80203
paul.gomez@state.co.us
mark.Valentine@state.co.us

*Jean Watson-Weidner
Assistant Attorney General
Business and Licensing Section
1525 Sherman Street, 5th Floor
Denver, CO 80203
jsww@state.co.us

*Anne K. Botterud
First Assistant Attorney General
Business & Licensing Section
1525 Sherman Street, 5th Floor
Denver, CO 80203
anne.botterud@state.co.us

Christopher Cook
General Counsel, SunEdison
900 St. Paul Street, 3rd Floor
Baltimore, MD 21202
ccook@sunedison.com

Rick Gilliam
SunEdison
590 Redstone Drive
Broomfield, CO 80020
rgilliam@sunedison.com

Gina B. Hardin
Law Office of Gina B. Hardin, LLC
3330 W. 31st Avenue
Denver, CO 80211
ginahardin@msn.com

*Stephen W. Southwick
First Assistant Attorney General
Office of the Attorney General
1525 Sherman Street, 5th Floor
Denver, CO 80203
stephen.southwick@state.co.us

*P. B. Schechter
Rate/Financial Analyst
Office of Consumer Counsel
1580 Logan Street, Ste. 740
Denver, CO 80203
pb.schechter@dora.state.co.us

*Christopher Irby
Assistant Attorney General
Office of the Attorney General – OCC
1525 Sherman Street, 5th Floor
Denver, CO 80203
chris.irby@state.co.us

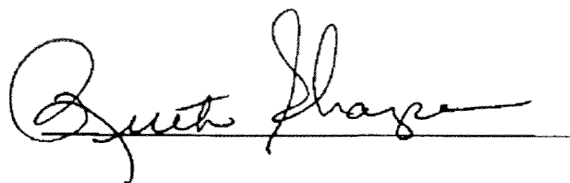
Sol Shapiro
15295 East Chenango Avenue
Aurora, CO 80015
solmail@msn.com

*Gary L. Nakarado
Colorado Solar Energy Ind. Assoc.
24657 Foothills Drive North
Golden, CO 80401
gary@nakarado.com

Thor Nelson
Holland & Hart, LLP
8390 East Crescent Pkwy, Ste 400
Greenwood Village, CO 80111
tnelson@hollandhart.com

Robert M. Pomeroy, Jr.
Holland & Hart LLP
8390 East Crescent Parkway, Ste 400
Greenwood Village, CO 80111
rpomeroy@hollandhart.com

*indicates those persons who have signed
nondisclosure agreements

A handwritten signature in black ink, appearing to read "Sol Shapiro", is written over a horizontal line.