

SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA



ITEM: 3.50
(ID # 27658)

MEETING DATE:

Tuesday, May 20, 2025

FROM : TLMA - AVIATION

SUBJECT: TRANSPORTATION AND LAND MANAGEMENT AGENCY/AVIATION: Approval of Amendment #1 to Assumption, Amendment and Restated Agreement between the County of Riverside and Blythe Energy Inc., a Delaware corporation, CEQA Exempt per State CEQA Guidelines Sections 15301 and 15061(b)(3), District 4. [\$1,050 Total Cost – TLMA Aviation Fund 100%] (Clerk to file Notice of Exemption)

RECOMMENDED MOTION: That the Board of Supervisors:

1. **Find** that the project is exempt from the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines Section 15301, Existing Facilities exemption and Section 15061(b)(3) "Common Sense" exemption;
2. **Approve** the attached Amendment #1 to Assumption, Amendment and Restated Agreement between the County of Riverside, a political subdivision of the State of California, and Blythe Energy Inc., a Delaware corporation, and authorize the Chairman of the Board to execute the same on behalf of the County; and
3. **Direct** the Clerk of the Board to file the attached Notice of Exemption with the County Clerk and the State Clearinghouse within five (5) working days of approval by the Board.

ACTION:Policy


Rania Odenbaugh, TLMA Director 5/12/2025

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Gutierrez, seconded by Supervisor Spiegel and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Medina, Spiegel, Washington, Perez and Gutierrez
Nays: None
Absent: None
Date: May 20, 2025
xc: TLMA-Aviation, State Clearinghouse, Recorder

Kimberly A. Rector
Clerk of the Board
By: 
Deputy

**SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA**

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost
COST	\$ 1,050	\$ 0	\$ 1,050	\$ 0
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0
SOURCE OF FUNDS: TLMA Aviation Revenue			Budget Adjustment: No	
			For Fiscal Year: 2024/25 – 2049/50	

C.E.O. RECOMMENDATION: Approve

BACKGROUND:

Summary

On November 30, 2010, the Riverside County Board of Supervisors, under Minute Order 3.69, approved the Assumption, Amendment, and Restated Agreement (“Agreement”) between the County of Riverside (“County”) and Blythe Energy Inc. (formerly known as Blythe Energy, LLC) (“Blythe Energy”). This Agreement grants Blythe Energy long-term irrigation rights. Blythe Energy operates a natural gas-fired combined-cycle power plant, capable of producing approximately 493 Megawatts (“Power Plant”), located on privately owned land adjacent to the Blythe Airport. To support the operation of the Power Plant, Blythe Energy constructed three wells on this property to provide necessary pumping capacity, redundancy for system cooling, steam generation, maintenance, and potable water.

Due to the potential for groundwater pumping to intersect the Colorado River Accounting Surface, as defined by the Bureau of Reclamation (“Bureau”), the Bureau has determined that Blythe Energy’s groundwater use must be accounted for under the Palo Verde Irrigation District’s (“PVID”) priority 3 entitlement to Colorado River surface water. To mitigate any potential negative impact on PVID, Blythe Energy voluntarily entered a water conservation offset program with PVID and secured rights to irrigation water for approximately 652 acres of land within the Palo Verde Mesa and PVID boundaries, which includes the Blythe Airport property. Pursuant to the Agreement, the County established long-term land use restrictions on approximately 652 acres of previously irrigated Blythe Airport lands, prohibiting agricultural irrigation and other water-intensive uses, such as water parks and golf courses.

The term of the Agreement is set to expire on December 31, 2025, and Blythe Energy has requested to extend the long-term irrigation rights by an additional 25-years. The attached Amendment #1 to Assumption, Amendment and Restated Agreement (“Amendment”) will provide Blythe Energy with the extension. Through the Amendment, the expiration date will now be December 31, 2050. In consideration for the extension, Blythe Energy has agreed to increase their annual payment from \$44,000 per year to \$80,000 per year, and will commence with the July 1, 2025, payment. All other terms of the Agreement will remain in full force and affect.

Staff recommends approval of the Amendment, which has been reviewed and approved by County Counsel.

**SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA**

Environmental Findings

The 60-Day Notice is exempt from the California Environmental Quality Act (CEQA) pursuant to State CEQA Guidelines Sections 15301 (Class 1) and 15061(b)(3) ("Common Sense" Exemption). The Lease involves the use of existing facilities with no expansion of existing use, and it can be seen with certainty that there is no possibility that the activity in question may have a significant effect on the environment. because it does not involve a change or increase in the intensity of its current use.

Impact on Residents and Businesses

Approval of this Amendment will ensure the continued operation of the Blythe Energy Power Plant ("Blythe Energy") and its associated 230-kilovolt overhead transmission line, which connects to the California ISO ("CAISO") power grid through the existing Buck Blvd Substation. Blythe Energy is in an area of undeveloped land and has achieved a high availability factor of 95% over the last five years, compared to other power generation facilities. This high availability factor allows Blythe Energy to provide reliable energy distribution in California during critical times of need.

Furthermore, Blythe Energy is vital in assisting California to meet its renewable portfolio standard goals as it transitions to more intermittent resources (i.e., solar and wind), requiring complementary baseload support that Blythe Energy provides. Blythe Energy is a critical infrastructure asset that operates under a four-year Resource Adequacy Confirmation with Southern California Edison and is directly connected to both Southern California Gas Company and El Paso Natural Gas Company pipelines, as well as a 67-mile transmission line interconnecting into the CAISO power grid.

Blythe Energy employs 24 local team members, contributes approximately \$1.1 million in property taxes each year, and gives back to the community where the team members live and work by donating to local organizations.

Additional Fiscal Information

No net County cost will be incurred, and no budget adjustment is necessary, however, the Transportation and Land Management Agency, Aviation Division has incurred costs associated with this transaction. County Counsel and CEQA NOE filing fees to date in the approximate amount of \$1,050.00 will be reimbursed from the TLMA Aviation Revenue Fund.

County Counsel Review	\$ 1,000.00
CEQA NOE	\$ 50.00
Total	\$ 1,050.00

**SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA**

ATTACHMENTS:

- Amendment #1 to Assumption, Amendment and Restated Agreement
- Notice of Exemption
- Aerial Map



Jason Farin, Principal Policy Analyst

5/13/2025



Aaron Gettis, Chief of Deputy County Counsel

5/2/2025



Peter Aldana
Riverside County
Assessor-County Clerk-Recorder
2724 Gateway Drive
Riverside, CA 92507
(951) 486-7000
www.rivcoacr.org

Receipt: 25-153989

Product	Name	Extended
FISH	CLERK FISH AND GAME FILINGS	\$50.00
	# Pages	3
	Document #	E-202500438
	Filing Type	7
	State Fee Prev Charged	false
	No Charge Clerk Fee	false
	F&G Notice of Exemption Fee	\$50.00
Total		\$50.00
Tender (On Account)		\$50.00
Account#	TRANS	
Account Name	TRANS - TRANSPORTATION DEPT	
Balance	\$4,854.75	
Comment	SST3508S2708	



State of California - Department of Fish and Wildlife
2025 ENVIRONMENTAL DOCUMENT FILING FEE
CASH RECEIPT
DFW 753.5a (REV. 01/01/25) Previously DFG 753.5a

RECEIPT NUMBER:

25-153989

STATE CLEARINGHOUSE NUMBER (If applicable)

SEE INSTRUCTIONS ON REVERSE. TYPE OR PRINT CLEARLY.

LEAD AGENCY RIVERSIDE COUNTY TLMA - AVIATION DEPT	LEAD AGENCY EMAIL AJAMISON@RIVCO.ORG	DATE 05/21/2025
COUNTY/STATE AGENCY OF FILING RIVERSIDE	DOCUMENT NUMBER E-202500438	

PROJECT TITLE

AMENDMENT #1 TO ASSUMPTION, AMENDMENT AND RESTATED AGREEMENT - BETWEEN THE
COUNTY OF RIVERSIDE AND BLYTHE ENERGY INC., A CORPORATION GOVERNED PURSUANT

PROJECT APPLICANT NAME RIVERSIDE COUNTY TMLA - AVIATION DEPT	PROJECT APPLICANT EMAIL AJAMISON@RIVCO.ORG	PHONE NUMBER (951) 955-9722
PROJECT APPLICANT ADDRESS 4080 LEMON STREET, 14TH FLOOR	CITY RIVERSIDE	STATE CA
		ZIP CODE 92501

PROJECT APPLICANT (Check appropriate box)

☒ Local Public Agency ☐ School District ☐ Other Special District ☐ State Agency ☐ Private Entity

CHECK APPLICABLE FEES:

<input type="checkbox"/> Environmental Impact Report (EIR)	\$4,123.50	\$	
<input type="checkbox"/> Mitigated/Negative Declaration (MND)(ND)	\$2,968.75	\$	
<input type="checkbox"/> Certified Regulatory Program (CRP) document - payment due directly to CDFW	\$1,401.75	\$	

☒ Exempt from fee

☒ Notice of Exemption (attach)

☐ CDFW No Effect Determination (attach)

☐ Fee previously paid (attach previously issued cash receipt copy)

<input type="checkbox"/> Water Right Application or Petition Fee (State Water Resources Control Board only)	\$850.00	\$	
<input checked="" type="checkbox"/> County documentary handling fee		\$	\$50.00
<input type="checkbox"/> Other		\$	

PAYMENT METHOD:

☐ Cash ☐ Credit ☐ Check ☒ Other

TOTAL RECEIVED \$ 50.00

SIGNATURE

X *I Tejeda*

AGENCY OF FILING PRINTED NAME AND TITLE

Deputy **Isabel Tejeda**



County of Riverside
TLMA Aviation
4080 Lemon Street, 14th Floor, Riverside, CA 92501

FILED / POSTED

County of Riverside
Peter Aldana
Assessor-County Clerk-Recorder

E-202500438
05/21/2025 03:16 PM Fee: \$ 50.00
Page 1 of 3

Removed: By: Deputy
A standard 1D barcode representing the document's unique identifier.

NOTICE OF EXEMPTION

April 21, 2025

Project Name: Amendment #1 to Assumption, Amendment and Restated Agreement – between the County of Riverside and Blythe Energy INC., a corporation governed pursuant to the laws of the State of Delaware

Project Location: 17240 W Hobson Way, Blythe, California 92225, APN: 818-180-022, 821-080-040, 821-080-041, 821-110-002, and 821-110-007.

Description of Project: On November 30, 2010, the Riverside County Board of Supervisors, under Minute Order 3.69, approved the Assumption, Amendment, and Restated Agreement (“Agreement”) between the County of Riverside (“County”) and Blythe Energy, Inc. (formerly known as Blythe Energy, LLC) (“Blythe Energy”). This Agreement grants Blythe Energy long-term irrigation rights. Blythe Energy operates a natural gas-fired combined-cycle power plant, capable of producing approximately 493 Megawatts (“Power Plant”), located on privately owned land adjacent to the Blythe Airport. To support the operation of the Power Plant, Blythe Energy constructed three wells on this property to provide necessary pumping capacity, redundancy for system cooling, steam generation, maintenance, and potable water.

Due to the potential for groundwater pumping to intersect the Colorado River Accounting Surface, as defined by the Bureau of Reclamation (“Bureau”), the Bureau has determined that Blythe Energy’s groundwater use must be accounted for under the Palo Verde Irrigation District’s (“PVID”) priority 3 entitlement to Colorado River surface water. To mitigate any potential negative impact on PVID, Blythe Energy voluntarily entered into a water conservation offset program with PVID and secured rights to irrigation water for approximately 652 acres of land within the Palo Verde Mesa and PVID boundaries, which includes the Blythe Airport property. Pursuant to the Agreement, the County established long-term land use restrictions on approximately 652 acres of previously irrigated Blythe Airport lands, prohibiting agricultural irrigation and other water-intensive uses, such as water parks and golf courses.

The term of the Agreement is set to expire on December 31, 2025, and Blythe Energy has requested to extend the long-term irrigation rights by an additional 25-years. The attached Amendment #1 to Assumption, Amendment and Restated Agreement ("Amendment") will provide Blythe Energy with the extension. Through the Amendment, the expiration date will now be December 31, 2050. In consideration for the extension, Blythe Energy has agreed to increase their annual payment from \$44,000 per year to \$80,000 per year, and will commence with the July 1, 2025 payment. All other terms of the Agreement will remain in full force and affect.

The approval of the Amendment has been identified as a proposed project under the California Environmental Quality Act (CEQA) because a discretionary action by the Riverside County Board of Supervisors is required for approval. Approval of the Amendment will not change the existing use of the Blythe Airport and is merely a restriction on intensive irrigation rights, which will not result in any significant environmental impacts or include any mitigation measures.

Name of Person or Agency Carrying Out Project: Riverside County Transportation and Land Management Agency (TLMA) Aviation Division

Exempt Status: State CEQA Guidelines Section 15301, Class 1, Existing Facilities Exemption; Section 15061(b) (3), General Rule or "Common Sense" Exemption. Codified under California Code of Regulations Title 14, Article 5, Section 15061.

Reasons Why Project is Exempt: The proposed project is categorically exempt from the provisions of CEQA specifically by the State CEQA Guidelines as identified below. The project will not result in any specific or general exceptions to the use of the categorical exemption as detailed under State CEQA Guidelines Section 15300.2. The project will not cause an impact to an environmental resource of hazardous or critical concern, nor would the project involve unusual circumstances that could potentially have a significant effect on the environment. The project is limited to irrigation restrictions and does not include a new development or improvements to the property. Furthermore, this project would not result in any physical direct or reasonably foreseeable indirect impacts to the environment.

- **Section 15301-Class 1 Existing Facilities Exemption:** This Class 1 categorical exemption includes the operation, repair, maintenance, leasing, or minor alteration of existing public or private structures or facilities, provided the exemption only involves negligible or no expansion of the previous site's use. The project, as proposed, is limited to the approval of an Amendment to an Assumption, Amendment, and Restated Agreement. The approval of the Amendment will result in the same purpose and substantially similar capacity on the existing facilities at the airport and would be consistent with the existing land use and contractual requirements for the use of the site. Therefore, the project is exempt as it meets the scope and intent of the Categorical Exemption identified in Section 15301, Article 19, Categorical Exemptions of the CEQA Guidelines.
- **Section 15061 (b) (3) – "Common Sense" Exemption:** In accordance with CEQA, the use of the Common Sense Exemption is based on the "general rule that CEQA applies only to projects which have the potential for causing a significant effect on the environment." State CEQA Guidelines, Section 15061(b) (3). The use of this exemption is appropriate if "it can be seen with certainty that there is no possibility that the activity in question may have a

significant effect on the environment.” *Ibid.* This determination is an issue of fact and if sufficient evidence exists in the record that the activity cannot have a significant effect on the environment, then the exemption applies and no further evaluation under CEQA is required. See *No Oil, Inc. v. City of Los Angeles* (1974) 13 Cal. 3d 68. The ruling in this case stated that if a project falls within a category exempt by administrative regulation or 'it can be seen with certainty that the activity in question will not have a significant effect on the environment', no further agency evaluation is required. With certainty, there is no possibility that the project may have a significant effect on the environment. Approval of the Amendment is an administrative function, that is required as part of the terms, and would result in the continued operation of the Blythe Airport. No significant direct or indirect environmental impacts would occur. Therefore, in no way, would the project as proposed have the potential to cause a significant environmental impact and the project is exempt from further CEQA analysis.

Signature: *Jose Ruiz*

Date: 4/22/2025

Jose Ruiz

Supervising Development Specialist

County of Riverside TLMA-Aviation Division

Document Root (Read-Only)

Selected Document

2025050998 - NOE - Amendment #1 to Assumption, Amendment and Restated Agreement – between the County of Riverside and Blythe Energy INC., a corporation governed pursuant to the la

Riverside County
Created - 5/22/2025 | Submitted - 5/22/2025 | Posted - 5/22/2025 | Received - 5/22/2025 | Published - 5/22/2025
Whitney N Mayo

Document Details

Public Agency

Riverside County

Document Type

Notice of Exemption

Document Status

Published

Title

Amendment #1 to Assumption, Amendment and Restated Agreement – between the County of Riverside and Blythe Energy INC., a corporation governed pursuant to the la

Document Description

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Pursuant to the Agreement, the County established long-term land use restrictions on approximately 652 acres of previously irrigated Blythe Airport lands, prohibiting agricultural irrigation and other water-intensive uses, such as water parks and golf courses.

The term of the Agreement is set to expire on December 31, 2025, and Blythe Energy has requested to extend the long-term irrigation rights by an additional 25-years. The attached Amendment #1 to Assumption, Amendment and Restated Agreement ("Amendment") will provide Blythe Energy with the extension. Through the Amendment, the expiration date will now be December 31, 2050. In consideration for the extension, Blythe Energy has agreed to increase their annual payment from \$44,000 per year to \$80,000 per year, and will commence with the July 1, 2025 payment. All other terms of the Agreement will remain in full force and affect.

The approval of the Amendment has been identified as a proposed project under the California Environmental Quality Act (CEQA) because a discretionary action by the Riverside County Board of Supervisors is required for approval. Approval of the Amendment will not change the existing use of the Blythe Airport and is merely a restriction on intensive irrigation rights, which will not result in any significant environmental impacts or include any mitigation measures.

Attachments (Upload Project Documents)

3.50 NOE - Amendment #1, Blyth Energy, Inc..pdf

Contacts

Riverside County TLMA - Aviation Department - *Jose Ruiz*

4080 Lemon Street 14th Floor
Riverside, CA 92501
Phone : (951) 955-9722
jruiz@rivco.org

Regions

Southern California

Counties

Riverside

Cities

Blythe

Location Details

Parcel Number - 818-180-022, 821- 080-040, 821-080-041, 821-110-002, and 821-110-007

Other Location Info

17240 W Hobson Way, Blythe, California 92225, APN: 818-180-022, 821-080-040, 821-080-041, 821-110-002, and 821-110-007.

Notice of Exemption**Exempt Status**

Categorical Exemption

Type, Section Number or Code Number

15301

Reasons why project is exempt

The proposed project is categorically exempt from the provisions of CEQA specifically by the State CEQA Guidelines as identified below. The project will not result in any specific or general exceptions to the use of the categorical exemption as detailed under State CEQA Guidelines Section 15300.2. The project will not cause an impact to an environmental resource of hazardous or critical concern, nor would the project involve unusual circumstances that could potentially have a significant effect on the environment. The project is limited to irrigation restrictions and does not include a new development or improvements to the property. Furthermore, this project would not result in any physical direct or reasonably foreseeable indirect impacts to the environment.

This Class 1 categorical exemption includes the operation, repair, maintenance, leasing, or minor alteration of existing public or private structures or facilities, provided the exemption only involves negligible or no expansion of the previous site's use. The project, as proposed, is limited to the approval of an Amendment to an Assumption, Amendment, and Restated Agreement. The approval of the Amendment will result in the same purpose and substantially similar capacity on the existing facilities at the airport and would be consistent with the existing land use and contractual requirements for the use of the site. Therefore, the project is exempt as it meets the scope and intent of the Categorical Exemption identified in Section 15301, Article 19, Categorical Exemptions of the CEQA Guidelines.

Exempt Status

Other

Type, Section Number or Code Number

15061(b)(3)

Reasons why project is exempt

The proposed project is categorically exempt from the provisions of CEQA specifically by the State CEQA Guidelines as identified below. The project will not result in any specific or general exceptions to the use of the categorical exemption as detailed under State CEQA Guidelines Section 15300.2. The project will not cause an impact to an environmental resource of hazardous or critical concern, nor would the project involve unusual circumstances that could potentially have a significant effect on the environment. The project is limited to irrigation restrictions and does not include a new development or improvements to the property. Furthermore, this project would not result in any physical direct or reasonably foreseeable indirect impacts to the environment.

In accordance with CEQA, the use of the Common Sense Exemption is based on the "general rule that CEQA applies only to projects which have the potential for causing a significant effect on the environment." State CEQA Guidelines, Section 15061(b) (3). The use of this exemption is appropriate if "it can be seen with certainty that there is no possibility that the activity in question may have a significant effect on the environment." Ibid. This determination is an issue of fact and if sufficient evidence exists in the record that the activity cannot have a significant effect on the environment, then the exemption applies and no further evaluation under CEQA is required. See *No Oil, Inc. v. City of Los Angeles* (1974) 13 Cal. 3d 68. The ruling in this case stated that if a project falls within a category exempt by administrative regulation or 'it can be seen with certainty that the activity in question will not have a significant effect on the environment', no further agency evaluation is required. With certainty, there is no possibility that the project may have a significant effect on the environment. Approval of the Amendment is an administrative function, that is required as part of the terms, and would result in the continued operation of the Blythe Airport. No significant direct or indirect environmental impacts would occur. Therefore, in no way, would the project as proposed have the potential to cause a significant environmental impact and the project is exempt from further CEQA analysis.

County Clerk(s)

Riverside

Signature

Title

Date

AMENDING AGREEMENT #1

THIS AMENDING AGREEMENT is made and entered into as of MAY 20 2025, 2025

BETWEEN:

BLYTHE ENERGY INC.,
(formerly known as Blythe Energy, LLC)
a corporation governed pursuant to the laws of the State of Delaware
(the “**Owner**”)

- and -

THE COUNTY OF RIVERSIDE,
a political subdivision of the State of California
(the “**County**”)

WHEREAS as part of a series of transactions forming part of an internal restructuring that occurred in 2013, the Owner (who was formerly known as Blythe Energy, LLC) was converted from a Delaware limited liability company into a Delaware corporation named Blythe Energy Inc.

AND WHEREAS the Owner and the County are parties to an Assumption, Amendment and Restatement Agreement (Long Term Irrigation Rights – Blythe Airport) dated effective October 5, 2010 (the “**Long Term Irrigation Rights Agreement**”).

AND WHEREAS the Owner and the County desire to amend the Long-Term Irrigation Rights Agreement in the manner provided in this amending agreement (the “**Amending Agreement**”).

NOW THEREFORE, in consideration of the mutual promises made in this Amending Agreement and for other good and valuable consideration, the receipt and sufficiency of which is hereby expressly acknowledged by each of the parties, and subject to the conditions hereinafter set forth, the parties agree as follows:

1. Definitions

Capitalized terms used in this Amending Agreement have the same meanings as provided for those terms in the Long Term Irrigation Rights Agreement except where otherwise indicated.

2. Amendments

- (a) Section 4.1 of the Long Term Irrigation Rights Agreement is hereby amended by deleting it in its entirety and replacing it with the following;

“In consideration for the water conservation rights granted pursuant to Section 3.1 hereof and the performance of the County's other obligations hereunder, the Owner shall pay to the County (in advance) an annual water conservation rights payment of: (i) \$44,000 per year, commencing with the July 1, 2011 payment due under the Original Agreement and continuing until (and including) the July 1, 2024 payment; and (ii) \$80,000 per year, commencing with the July 1, 2025 payment and continuing through the end of the term of this Agreement (and prorated for partial years, including the final year of the term). Each such annual

payment will be in respect of water conservation rights for the succeeding 12 months (e.g., the July 1, 2011 payment shall be in respect of water conservation rights from July 1, 2011 through June 30, 2012).”

- (b) Section 5.1 of the Long Term Irrigation Rights Agreement is hereby amended by deleting reference to “December 31, 2025” and replacing it with “December 31, 2050”; and
- (c) The address for notices to the Owner pursuant to Section 9 of the Long Term Irrigation Rights Agreement is:

Blythe Energy Inc.
1000 Maine Avenue, S.W.
Washington, DC 20024
Attention: Senior Vice President
E-mail: Peter.Ledig@altagas.ca

3. Incorporation

This Amending Agreement is supplementary to and shall form one instrument with the Long Term Irrigation Rights Agreement, such instrument shall henceforth be read together with this Amending Agreement and have effect so far as practical as though all the relevant provisions hereof and thereof were contained in one instrument and the Long Term Irrigation Rights Agreement, as amended, modified or supplemented by this Amending Agreement, is in all respects ratified and confirmed.

4. Binding Effect

The burdens of this Amending Agreement are binding upon, and the benefits of the Agreement inure to successors. Whenever the terms "County," and "Owner" are used herein, such terms shall include every successive successor in interest thereto.

5. Cooperation

The County and the Owner shall execute and deliver to the other all such other and further instruments and documents as may be necessary to carry out the purposes of this Amending Agreement, subject to the County's review and approval, which will not be unreasonably withheld.

6. Governing Law and Venue

This Amending Agreement is made, entered into, and executed in the County of Riverside, California, and the laws of the State of California shall govern its interpretation and enforcement.

7. Counterparts

This Amending Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which constitute one and the same instrument.

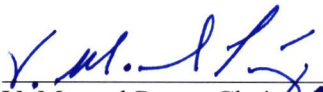
(Signature page follows)

IN WITNESS WHEREOF, the parties have duly executed this Amending Agreement as of the day and year first above written.

COUNTY OF RIVERSIDE,
a political subdivision of the State
of California

BLYTHE ENERGY INC.,
a Delaware corporation

By:



Printed Name: V. Manuel Perez, Chairman

Title:

Board of Supervisors

By:



Printed Name: Peter Ledig

Title:

Senior Vice President

ATTEST:

KIMBERLY A. RECTOR

Clerk of the Board

By:

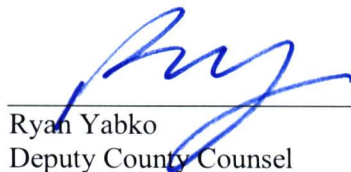


Deputy

APPROVED AS TO FORM:

Minh C. Tran, County Counsel

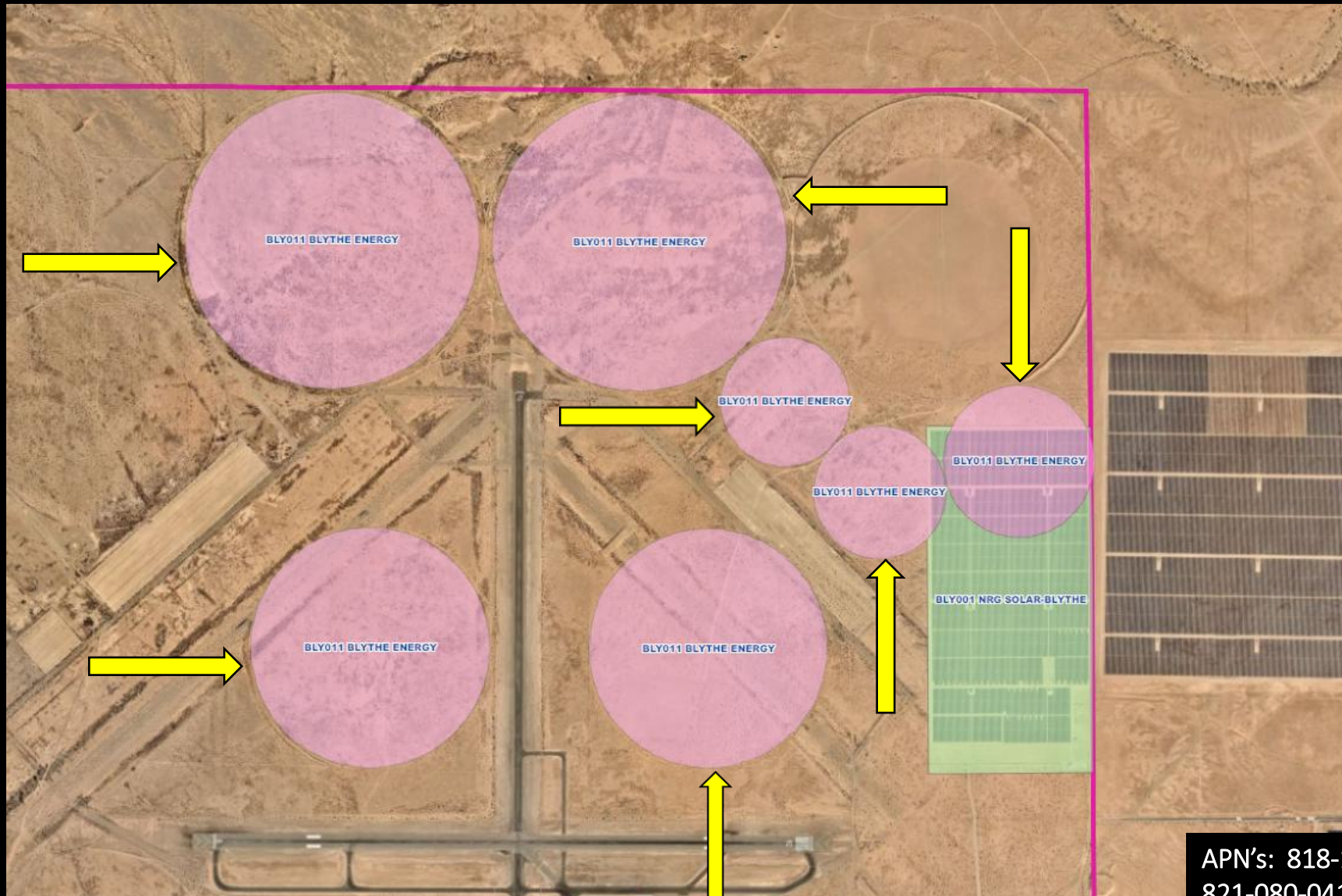
By:



Ryan Yabko

Deputy County Counsel

Amendment #1 to Assumption, Amendment and Restated Agreement
17240 W Hobson Way, Blythe, California 92225



APN's: 818-180-022, 821-080-040,
821-080-041, 821-110-002, and
821-110-007