


Annex C
Form of Confirm

 **Shell Energy North America (US), L.P.**

Shell Energy Deal No. 2263911	Buyer Deal No.
Shell Energy North America (US), L.P.	City of Chula Vista
Dealmaker: Martin Kadillak	Attn: Contract Admin.
Return signed confirm to Fax: 713-767-5414	Phone: 619-691-5051 Fax: 619-691-5092

June 14, 2013

CONFIRM

This Confirmation confirms the agreement reached on June 14, 2013 between **CITY OF CHULA VISTA** ("Buyer") and **SHELL ENERGY NORTH AMERICA (US), L.P.** ("Shell Energy" or "Seller") pursuant to and in accordance with the Energy Sales Agreement dated June 15, 2004 ("ESA") between Buyer and Shell Energy. This Confirmation constitutes part of and is subject to all of the terms and provisions of such ESA. Terms used but not defined herein shall have the meanings ascribed to them in the ESA. Buyer and Shell Energy hereby agree to the sale of Energy by Shell Energy to Buyer under the terms and conditions as follows:

Contract Quantity: Per the Block Power Table Below (plus or minus a 25% hourly bandwidth):

Seasonal Load Shapes													
	1	2	3	4	5	6	7	8	9	10	11	12	
H	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
1	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
2	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
3	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
4	0.06	0.06	0.08	0.09	0.09	0.09	0.09	0.10	0.09	0.09	0.06	0.06	0.06
5	0.08	0.08	0.10	0.10	0.11	0.10	0.10	0.11	0.10	0.11	0.08	0.08	0.08
6	0.10	0.10	0.11	0.11	0.14	0.13	0.13	0.16	0.15	0.13	0.10	0.10	0.10
7	0.11	0.11	0.12	0.14	0.16	0.15	0.15	0.17	0.16	0.17	0.11	0.10	0.10
8	0.14	0.14	0.15	0.17	0.21	0.19	0.19	0.23	0.21	0.21	0.15	0.13	0.13
9	0.16	0.17	0.18	0.21	0.26	0.25	0.25	0.30	0.29	0.27	0.18	0.16	0.16
10	0.19	0.19	0.22	0.25	0.28	0.29	0.30	0.38	0.34	0.31	0.21	0.18	0.18
11	0.21	0.22	0.23	0.27	0.29	0.31	0.31	0.38	0.36	0.32	0.24	0.20	0.20
12	0.22	0.24	0.25	0.29	0.30	0.32	0.34	0.40	0.38	0.34	0.25	0.21	0.21
13	0.23	0.25	0.27	0.29	0.31	0.33	0.35	0.41	0.40	0.35	0.26	0.22	0.22
14	0.24	0.25	0.28	0.30	0.31	0.34	0.36	0.41	0.40	0.36	0.26	0.23	0.23
15	0.24	0.26	0.29	0.30	0.31	0.34	0.36	0.41	0.39	0.35	0.27	0.23	0.23
16	0.24	0.26	0.29	0.30	0.27	0.31	0.34	0.39	0.38	0.34	0.26	0.22	0.22
17	0.23	0.25	0.25	0.23	0.24	0.24	0.25	0.29	0.27	0.25	0.26	0.23	0.23
18	0.23	0.23	0.21	0.20	0.20	0.19	0.20	0.24	0.25	0.26	0.29	0.21	0.21
19	0.23	0.28	0.25	0.23	0.15	0.16	0.19	0.22	0.25	0.25	0.27	0.20	0.20
20	0.18	0.26	0.19	0.16	0.14	0.12	0.13	0.14	0.15	0.10	0.23	0.17	0.17
21	0.09	0.16	0.11	0.08	0.09	0.08	0.08	0.07	0.09	0.07	0.10	0.08	0.08
22	0.07	0.09	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07
23	0.07	0.07	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
24	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
Total	3.56	3.91	3.95	4.09	4.23	4.31	4.49	5.18	5.03	4.65	3.95	3.38	50.7
Days	31	28	31	30	31	30	31	31	30	31	30	31	365
Total KWh	110,36	109,48	122,45	122,70	131,13	129,30	139,19	160,58	150,90	144,15	118,50	104,78	1,543,52
	0	0	0	0	0	0	0	0	0	0	0	0	0

Delivery Point: SP-15 EZ Gen Hub


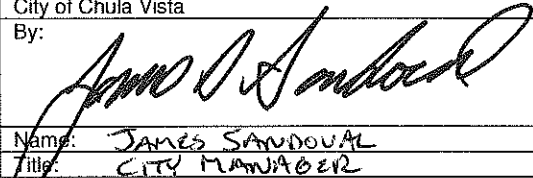
Contract Price: \$60.35 per MWhr The Contract Price includes an Allowance for hourly shaped bandwidth up to an excess of 25% over the hourly Contract Quantity or a 25% deficiency below the hourly Contract Quantity.

Product: CAISO Energy

Delivery Term: July 1, 2013 through June 30, 2015

Other: Seller is the sole supplier of Energy for Buyer's facilities supplied under this Confirm.

This Confirm sets forth the terms of the Transaction into which the Parties have entered and together with the ESA shall constitute the entire agreement between the Parties relating to the contemplated purchase and sale of Energy. Please have this confirmation executed by an authorized representative or officer of your company and return via facsimile to (713) 767-5414. If no objection to this Confirmation has been received by Shell Energy by facsimile transmission by 5:00 p.m., Houston, Texas time, one (1) Business Day after delivery of this Confirmation to the other Party by facsimile, then this Confirmation (i) shall be binding and enforceable against Counterparty and Shell Energy and (ii) shall be the final expression of all the terms hereof, regardless whether excuted by the other Party.

Shell Energy North America (US), L.P.	City of Chula Vista
	By: 
By:	
Name: John W. Pillion	Name: JAMES SANDOVAL
Title: Team Lead Confirmations	Title: CITY MANAGER