



ENTROPY

ENTROPY INVESTMENT MANAGEMENT, LLC  
14120 Ballantyne Corporate Place  
Suite 400  
Charlotte, NC 28277

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2016 MAY -4 AM 10:15

IDAHO PUBLIC  
UTILITIES COMMISSION

May 3, 2016

Idaho Public Utilities Commission  
Post Office Box 83720  
Boise, ID 83720

RE: *ID Solar 1, LLC – Case No. IPC-E-14-20*

Greetings:

This correspondence is regarding the above-referenced case number. The Energy Sales Agreement between Boise City Solar, LLC (“Boise City Solar”) and Idaho Power Company, dated July 17, 2014 (“Agreement”), was approved by the Commission on November 14, 2014, as stated in Order 33180.

The Agreement was subsequently assigned from Boise City Solar to ID Solar 1, LLC (“ID Solar”) pursuant to the Assignment and Assumption Agreement (“Assignment”) dated September 17, 2015 and enclosed herewith. Please accept this as notice of the Assignment.

Should you have any questions or need anything further, please contact me at 980-272-3610 or [lewis.reynolds@entropyim.com](mailto:lewis.reynolds@entropyim.com).

Sincerely,

Lewis Reynolds  
*ID Solar 1, LLC*

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ASSIGNMENT AND ASSUMPTION AGREEMENT

2016 MAY -4 AM 10:15

This ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Assignment") is entered into effective as of September 17, 2015 (the "Effective Date"), between BOISE CITY SOLAR, LLC, an Idaho limited liability company ("BCS"), and ID SOLAR 1, LLC, an Idaho limited liability company ("ID Solar").

WHEREAS, BCS and Idaho Power Company, an Idaho corporation ("Idaho Power"), entered into an Energy Sales Agreement ("ESA") dated as of July 17, 2014. Said ESA was approved by the Idaho Public Utilities Commission ("IPUC") on November 14, 2014, by Order No. 33280 entered in Case No. IPC-E-14-20, to include the replacement Appendix E regarding the applicable rates as submitted in Idaho Power's Reply Comments filed with the IPUC on November 6, 2014, in case No. IPC-E-14-20, and the replacement pages 12 and 48, which correct certain non-substantive clerical errors in the ESA, as submitted by letter dated October 14, 2014, from Idaho Power to the IPUC and BCS. Idaho Power accepted a revised energy profile as a Seller Adjustment of Estimated Net Energy Amounts within the ESA, and further stated that it would not consider the specific Seller Adjustment of Net Energy Amounts to be a Material Breach of the ESA, as more fully set forth in that July 17, 2015 letter; and

WHEREAS, BCS desires to assign the ESA and all rights thereunder to ID Solar, and ID Solar desires to assume the ESA and all obligations thereunder; and

WHEREAS, paragraph 22.1 of the ESA requires written consent to the assignment of the ESA.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows.

1. BCS hereby assigns and transfers to ID Solar all of BCS's right, title and interest in and to the ESA, and all benefits accruing thereunder. ID Solar hereby accepts such assignment and assumes the obligations of BCS under the ESA accruing or arising on or after the Effective Date.

2. Idaho Power hereby consents to this Assignment. Additionally, Idaho Power hereby represents and warrants that, as of the Effective Date of this Assignment, the ESA is in full force and effect, and no event which constitutes an event of default or which with the giving of notice or the passage of time or both would constitute an event of default has occurred and is continuing.

3. This Assignment shall be binding upon and inure to the benefit of the successors and assigns of the respective parties hereto.

4. This Assignment may be executed in counterparts, each of which shall constitute an original, and all of which shall constitute one agreement.

[Signatures Appear On Following Page]

IN WITNESS WHEREOF, this Assignment and Assumption Agreement was executed as of the Effective Date.

BCS:

BOISE CITY SOLAR, LLC

By:   
Name: SAMIR VERSTYN  
Title: AUTHORIZED REPRESENTATIVE

ID SOLAR:

ID SOLAR 1, LLC

By:   
Name: SAMIR VERSTYN  
Title: SECRETARY

IDAHO POWER:

IDAHO POWER COMPANY

By:   
Name: LISA A. GROW  
Title: SVP Power Supply

APPROVED AS TO FORM:  
Idaho Power Legal Department  
This date 4/3/15 DEW