



**Amendment Number 1 to
The MASTER SERVICES PROCUREMENT AGREEMENT**

This Amendment Number 1 to the Master Services Procurement Agreement (this "Amendment") is entered into as of August 4, 2015 by and between **IBERDROLA USA MANAGEMENT CORPORATION** ("IUMC" or "Company"), a Delaware Corporation, with offices located at 89 East Avenue, Rochester, New York 14649 and [REDACTED] with offices located at [REDACTED] (hereinafter, "Supplier"). IUMC and Supplier may be referred to individually as a "Party" and collectively as the "Parties."

WITNESSETH:

WHEREAS, IUMC and Supplier are parties to a Master Services Procurement Agreement (the "Master Agreement"), effective January 1, 2014;

WHEREAS, the Parties desire to enter into this Amendment to reflect to make changes to the Master Agreement as are set forth herein

NOW THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, effective on April 1, 2015 the Parties agree as follows:

Schedule B – Services. Schedule B to the Master Agreement is amended by replacing the 2014 IUSA Routine Janitorial Work Schedule with the revised IUSA Routine Janitorial Work Schedule.

JANITORIAL TASKS	TYPE 1	TYPE 2	TYPE 3
Common Spaces, Conference Rooms, Office Storage and Supply Rooms, Training Rooms, Auditoriums, Corridors, Elevators and Stairwells, Open Office/Hardwall Office and Executive Office Areas			
Empty trash containers, replace liners and recycle bins	5X Week	3X Week	1X Week
Clean and disinfect drinking fountains with germicidal solution	5X Week	3X Week	1X Week
Clean glass entry doors and sidelights and glass display cases	5X Week	3X Week	1X Week
Dust and damp mop hard surface floors	winter 5/wk, summer 3/week	3X Week	1X Week
Wipe down counters and tables in all conference rooms	1X Week	1X Week	1X Week
Polish bright work including metal kick plates and door handles	1X Week	1X Week	1X Week
Spot clean carpet	1X Week	1X Week	1X Week
Fully vacuum carpeting and mats	winter 5/wk, summer 3/week	3X Week	1X Week

Dust and spot clean window sills, ledges, tops of files, baseboards, furniture, pictures, vents, door frames, refrigerators	1X Week	2X Month	2X Month
Clean and polish elevator bright metal work including call buttons	5X Week	3X Week	1X Week
Clean floor surface of elevator cab	5X Week	3X Week	1X Week
Sweep and spot mop stairwells	5X Week	1X Week	1X Week
Vacuum carpeted stairs	winter 5/wk, summer 3/week	1X Week	1X Week
Dust window blinds and report damaged blinds if applicable	1X Month	1X Month	1X Month
Dust hand rails and ledges in exit stairwells	1X Month	1X Month	1X Month
Cafeteria/Lunchrooms/Fitness Rooms			
Empty trash containers and replace liners	5X Week	3X Week	1X Week
Damp wipe tables tops with germicidal cleaner	5X Week	3X Week	1X Week
Dust and damp mop hard surface floors	winter 5/wk, summer 3/week	3X Week	1X Week
Spot clean carpets	as requested	as requested	as requested
Vacuum carpet	5X Week	3X Week	1X Week
Damp wipe chairs	1X Week	2X Month	2X Month
Dust low areas (sills, ledges, chairs, table legs)	1X Week	1X Month	1X Month
Restrooms/Locker Rooms			
Empty trash containers and sanitary waste containers and replace liners	5X Week	3X Week	1X Week
Wash and sanitize sinks, toilets, urinals and showers	5X Week	3X Week	1X Week
Spot clean partitions, walls, light switches, doors including hinges	5X Week	3X Week	1X Week
Sweep and damp mop hard surface floors	5X Week	3X Week	1X Week
Wash mirrors and mirror shelves	5X Week	3X Month	1X Week
Refill dispensers	5X Week	3X Week	1X Week
Dust locker tops	2X Month	1X Month	1X Month
Wash partitions	2X Month	1X Month	1X Month
Wash and sanitize trash and sanitary waste containers	1X Month	1X Month	1X Month
Vacuum carpeted floors	1X Week	1X Week	1X Week
Thoroughly scrub tile floors and baseboards	1X Month	1X Month	1X Month

Schedule C – Terms and Conditions. Schedule C to the Master Agreement is amended by modifying the following sections:

ARTICLE 37 - LIMITATION OF LIABILITY

To the fullest extent permitted by law, Company shall not be liable for any special, indirect or consequential damages resulting in any way from the performance of the services hereunder.

ARTICLE 47 – ETHICS

Supplier shall comply with the Iberdrola Suppliers' Code of Ethics ("Suppliers' Code of Ethics") in connection with its performance under this Agreement. The Suppliers' Code of Ethics can be found at the Iberdrola USA website (www.iberdrolausa.com).

Schedule D – Pricing. Schedule D to the Master Agreement shall be amended by adding the following 2015-2017 pricing for Janitorial cleaning, consumables and mats:

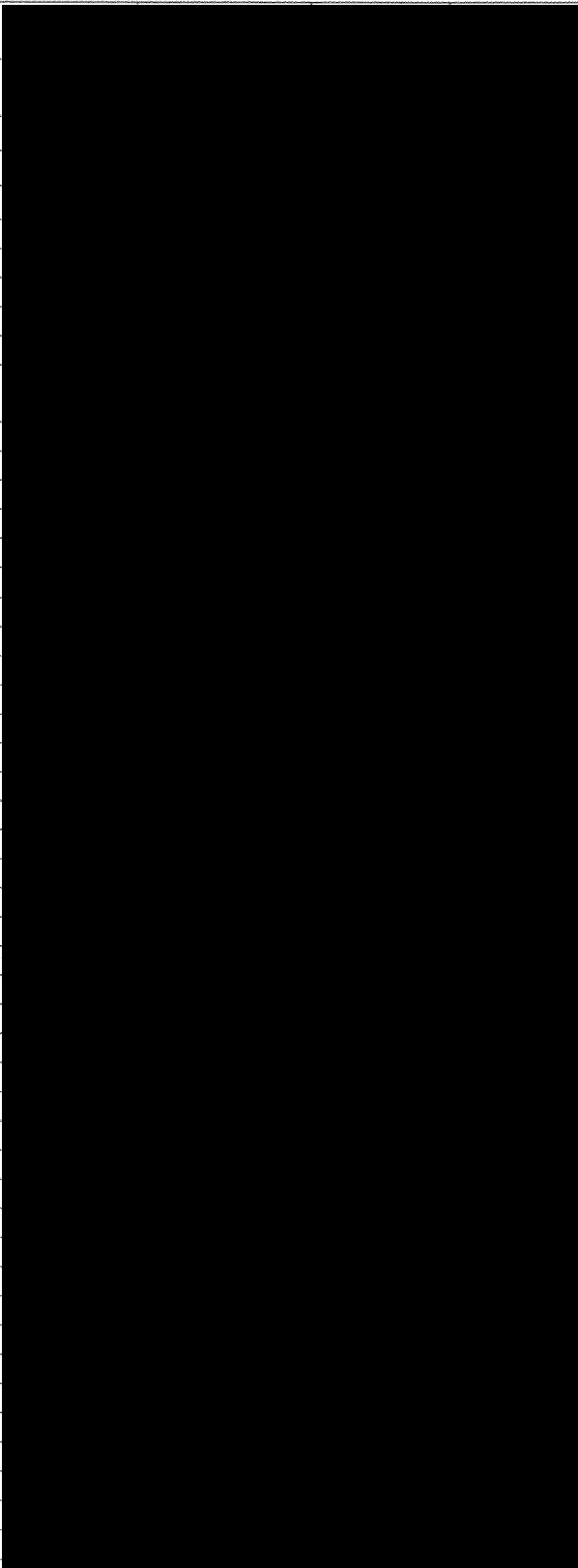
The following pricing will remain fixed for the time period specified

Pricing to remain in effect from April 1, 2015 – December 31, 2015:

NYSEG Monthly Pricing by Building

Building Name	Frequency Type	Fixed Janitorial Cost \$/Month	Fixed Janitorial Consumables /Month	Fixed Floor Mats/ Month	Total Fixed Janitorial Costs/ Month
Auburn Service Center	Type 1				
Binghamton General Office Bldg	Type 2	Included in Energy Control Center	Included in Energy Control Center	Included in Energy Control Center	Included in Energy Control Center
Binghamton Branch Bldg.	none				
Binghamton Service Center	Type 1				
Binghamton SC Garage	Type 1				
Cincinnatus Opereration Building	Type 2				
Court St. City Sidewalk	none				
Endicott Railway Bldg.	none				
Endicott Railway Stor. Shed	none				
Owego Operation Building	Type 2				
Bedford Hills Service Center	Type 2				
Brewster Service Center	Type 1				
Brewster Operation Garage	Type 1				
Mahopac Operation Building	Type 2				
Pawling Operation Building	Type 2				
Broad Avenue Storage Building	none				
Energy Control Center Bldg.	Type 1				
Electric Meter Lab	Type 1				
Kirkwood General Office	Type 1				
Noyes Island Display Bldg	none				
Noyes Island Garage	Type 1				
Noyes Island Storage Bldg	none				
Noyes Island Subst. Bldg	none				
Reynolds Road Training Center	Type 1				
Corning Operation Building	none				
Corning Oper. Storg. Shed	none				
Corning Railroad Bldg.	none				
Elmira Service Center	Type 1				

Hammondsport Operation Building	Type 2
Montour Falls Operation Building	Type 2
Canandaigua Oper. Bldg.	none
Geneva Service Center E. Office	Type 1
Geneva Service Center W. Office	Type 1
Geneva SC Gas Meter Lab	Type 1
Geneva SC Storage Shed	none
Geneva SC Compressor Bldg	none
Newark Operation Building	none
Penn Yan Oper. Bldg.	Type 2
Dansville Oper. Bldg. 50 Ossian Street	none
Hornell Service Center	Type 1
Olean Operation Building	Type 1
Perry Operation Building	Type 1
Cortland Oper. Bldg.	Type 1
Ithaca Gen Off Bldg. & Wlk	1 HR/Day
Ithaca Service Center	Type 1
Spencer Operation Building	none
Trumansburg Operation Building	Type 2
East Aurora Operation Building	Type 1
Gowanda Office Building	Type 1
Gowanda Operation Building	Type 1
Gowanda Storage Shed	none
Hamburg Operation Building	Type 1
Lancaster SC Butler Building	none
Lancaster SC Garage	Type 1
Lancaster Service Center	Type 1
Goshen Operation Building	Type 2
Liberty Service Center	Type 1
Liberty SC Storage Building	none
Monticello Oper. Bldg.	none
Walden Operation Building	Type 2
Albion Operation Building	none
Lockport SC Storage Shed	none
Lockport Service Center	Type 1
Chatham Service Center	Type 1
Granville Operation Building	Type 2
Mechanicville Service Center	Type 1
W. Stephentown Operation Bldg.	Type 2
Cooperstown Operation Building	Type 2
Deposit Operation Building	Type 2
Fleischmanns Operation Building	Type 2
Lowville Operation Building	Type 2
Norwich Service Center	Type 1
Oneonta SC Garage	Type 1
Oneonta Service Center	Type 1
Stamford Operation Building	Type 2
W. Winfield Operation Building	none
Walton Service Center	Type 1
Waterville Operation Building	Type 2



Windham Operation Building	none			
Chateaugay Operation Building	Type 2			
Lewis Operation Building	Type 2			
Long Lake Operation Building	none			
Plattsburge SC Barn	none			
Plattsburgh Service Center	Type 1			
Plattsburgh SC Garage	Type 1			
Sidney Operation Building	Type 2			
TOTAL				

Extra cleaning services to be billed only if additional work is requested at the following rates

Extra Work S/Hour	Storm Emergency Cleaning S/Hour

RGE Monthly Pricing by Building

Building Name	Frequency Type	Fixed Janitorial Cost S/Month	Fixed Janitorial Consumables /Month	Fixed Floor Mats/ Month	Total Fixed Janitorial Costs/ Month
Main Office	1				
Atlantic Avenue	1				
Belmont	2				
Brooks Ave. Garage & Hydro Office	1				
Brooks Ave Plumbing Shop	2				
Canandaigua Large Storage	2				
Canandaigua Garage and Office	2				
Canandaigua Walk In Office	1				
Eastern Monroe	1				
Falls Street - Bldg 17	2				
Fillmore Office	1				
Fillmore Garage and Storage	2				
Geneseo	2				
Mushroom Boulevard	1				
Pavilion Lockers	2				
Pavilion Office	2				
Scottsville Road	1				
Sodus	1				
Suntru Street Chem Lab	2				
Suntru Street Coal Lab	2				
Waring Road - Walk In Office	1				
West Avenue	1				
Western Monroe Engineering Office (front bldg)	1				
Western Monroe Office and Garage	1				

Wolcott	2	
TOTAL		

Extra cleaning services to be billed only if additional work is requested at the following rates

Extra Work Hour	Storm Emergency Cleaning \$/Hour

Pricing to remain in effect from January 1, 2016 – December 31, 2016:

NYSEG Monthly Pricing by Building

Building Name	Frequency Type	Fixed Janitorial Cost \$/Month	Fixed Janitorial Consumables /Month	Fixed Floor Mats/ Month	Total Fixed Janitorial Costs/ Month
Auburn Service Center	Type 1				
		Included in Energy Control Center	Included in Energy Control Center	Included in Energy Control Center	Included in Energy Control Center
Binghamton General Office Bldg	Type 2				
Binghamton Branch Bldg.	none				
Binghamton Service Center	Type 1				
Binghamton SC Garage	Type 1				
Cincinnatus Opereration Building	Type 2				
Court St. City Sidewalk	none				
Endicott Railway Bldg.	none				
Endicott Railway Stor. Shed	none				
Owego Operation Building	Type 2				
Bedford Hills Service Center	Type 2				
Brewster Service Center	Type 1				
Brewster Operation Garage	Type 1				
Mahopac Operation Building	Type 2				
Pawling Operation Building	Type 2				
Broad Avenue Storage Building	none				
Energy Control Center Bldg.	Type 1				
Electric Meter Lab	Type 1				
Kirkwood General Office	Type 1				
Noyes Island Display Bldg	none				
Noyes Island Garage	Type 1				
Noyes Island Storage Bldg	none				
Noyes Island Subst. Bldg	none				
Reynolds Road Training Center	Type 1				
Corning Operation Building	none				
Corning Oper. Storg. Shed	none				
Corning Railroad Bldg.	none				
Elmira Service Center	Type 1				
Hammondsport Operation	Type 2				

Building				
Montour Falls Operation Building	Type 2			
Canandaigua Oper. Bldg.	none			
Geneva Service Center E. Office	Type 1			
Geneva Service Center W. Office	Type 1			
Geneva SC Gas Meter Lab	Type 1			
Geneva SC Storage Shed	none			
Geneva SC Compressor Bldg	none			
Newark Operation Building	none			
Penn Yan Oper. Bldg.	Type 2			
Dansville Oper. Bldg. 50 Ossian Street	none			
Hornell Service Center	Type 1			
Olean Operation Building	Type 1			
Perry Operation Building	Type 1			
Cortland Oper. Bldg.	Type 1			
Ithaca Gen Off Bldg. & Wlk	1 HR/Day			
Ithaca Service Center	Type 1			
Spencer Operation Building	none			
Trumansburg Operation Building	Type 2			
East Aurora Operation Building	Type 1			
Gowanda Office Building	Type 1			
Gowanda Operation Building	Type 1			
Gowanda Storage Shed	none			
Hamburg Operation Building	Type 1			
Lancaster SC Butler Building	none			
Lancaster SC Garage	Type 1			
Lancaster Service Center	Type 1			
Goshen Operation Building	Type 2			
Liberty Service Center	Type 1			
Liberty SC Storage Building	none			
Monticello Oper. Bldg.	none			
Walden Operation Building	Type 2			
Albion Operation Building	none			
Lockport SC Storage Shed	none			
Lockport Service Center	Type 1			
Chatham Service Center	Type 1			
Granville Operation Building	Type 2			
Mechanicville Service Center	Type 1			
W. Stephentown Operation Bldg.	Type 2			
Cooperstown Operation Building	Type 2			
Deposit Operation Building	Type 2			
Fleischmanns Operation Building	Type 2			
Lowville Operation Building	Type 2			
Norwich Service Center	Type 1			
Oneonta SC Garage	Type 1			
Oneonta Service Center	Type 1			
Stamford Operation Building	Type 2			
W. Winfield Operation Building	none			
Walton Service Center	Type 1			
Waterville Operation Building	Type 2			
Windham Operation Building	none			

Chateaugay Operation Building	Type 2	
Lewis Operation Building	Type 2	
Long Lake Operation Building	none	
Plattsburge SC Barn	none	
Plattsburgh Service Center	Type 1	
Plattsburgh SC Garage	Type 1	
Sidney Operation Building	Type 2	
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Brooks Ave Plumbing Shop	2				
Canandaigua Large Storage	2				
Canandaigua Garage and Office	2				
Canandaigua Walk In Office	1				
Eastern Monroe	1				
Falls Street - Bldg 17	2				
Fillmore Office	1				
Fillmore Garage and Storage	2				
Geneseo	2				
Mushroom Boulevard	1				
Pavilion Lockers	2				
Pavilion Office	2				
Scottsville Road	1				
Sodus	1				
Suntru Street Chem Lab	2				
Suntru Street Coal Lab	2				
Waring Road - Walk In Office	1				
West Avenue	1				
Western Monroe Engineering Office (front bldg)	1				
Western Monroe Office and Garage	1				
Wolcott	2				

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Fillmore Garage and Storage	2				
Geneseo	2				
Mushroom Boulevard	1				
Pavilion Lockers	2				
Pavilion Office	2				
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TOTAL		
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Extra Work \$/Hour	Storm Emergency Cleaning \$/Hour

Except as expressly amended by this Amendment Number 1, the Master Agreement and subsequent Amendments shall remain unchanged and in full force and effect and the Parties hereby ratify and confirm the Master Agreement and each of its obligations. Any conflict between the Master Agreement and this Amendment Number 1 shall be resolved in favor of this Amendment Number 1. This Amendment Number 1 shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts and to be performed in such state, without regard to conflict of laws principles. This Amendment Number 1 is signed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, IUMC and SUPPLIER have each caused this Amendment Number 1 to be signed as delivered by its duly authorized officers as of the date first given above.

IUMC


Signature

Kevin E. Walker

Print Name

Coo

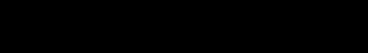
Title

8-7-15

Date

SUPPLIER


Signature



Print Name

President

Title

5-August 2015

Date

IUMC


Signature

Jose Maria Torres
Print Name

CFO
Title

8/7/15
Date

