



Engineering, Procurement and Construction Contract

between

Niagara Mohawk Power Corporation, d/b/a National Grid

and

GE Grid Solutions LLC

for

CLCPA 2A - Synchronous Condensers Coffeen and Taylorville

COVER AGREEMENT

This Engineering, Procurement and Construction Contract (hereinafter referred to as “Agreement,” as defined in Section 1.3 of the Terms and Conditions for Engineering, Procurement and Construction) is executed by Niagara Mohawk Power Corporation, d/b/a National Grid (hereinafter the “Company”) New York Corporation, having offices at 300 Erie Blvd West, Syracuse NY 13202 and GE Grid Solutions LLC (“Contractor”), a Limited Liability Corporation having its principal place of business at 4200 Wildwood Parkway, Atlanta, GA 30339 and effective this 16th day of April, 2024.

ARTICLE 1 - CONTRACT DOCUMENTS

The Agreement consists of this Cover Agreement and each of the following exhibits and the appendices referred to therein, collectively referred to as the “Agreement” and also referred to as “Contract Documents.”

- Exhibit A Terms and Conditions for CLCPA2 Synchronous Condenser Engineering, Procurement and Construction rev April 16, 2024, based on National Grid Form 800 rev December 1, 2022
- Exhibit B National Grid Statement of Work
- Exhibit C Technical Scope of Work
- Exhibit D Contract Pricing
- Exhibit E Reserved
- Exhibit F Schedule Milestones and Guaranteed Completion Dates
- Exhibit G Performance Testing and Guaranteed Losses
- Exhibit H-1 Commissioning Execution Plan
- Exhibit H-2 Punch List Management
- Exhibit I Company Written Directive
- Exhibit J Application for Payment/Form of Invoice
- Exhibit K Application for Final Payment/Form of Final Payment Invoice
- Exhibit L Form of Contractor Guarantee

Contract: GE Grid Solutions LLC, CLCPA 2A- Synchronous Condensers Coffeen and Taylorville

- Exhibit M Form of Contractor Letter of Credit
- Exhibit N Form of Contractor Interim Lien and Claim Waiver
- Exhibit O Form of Supplier Interim Lien and Claim Waiver
- Exhibit P Form of Supplier Final Lien and Claim Waiver
 - Exhibit P-1 Form of Contractor Final Lien and Claim Waiver
 - Exhibit P-2
- Exhibit Q Form of Supplier Final Lien and Claim Waiver
- Exhibit R Contractor's Organization Chart
- Exhibit S Acceptable Suppliers List
- Exhibit T Company Acquired Permits
 - Exhibit T-1: Company-Acquired Permits (non-FERC Projects)
 - Exhibit T-2: Company-Acquired Permits (FERC Projects)
- Exhibit U Contractor Acquired Permits
 - Exhibit U-1: Contractor-Acquired Permits (non-FERC Projects)
 - Exhibit U-2: Contractor-Acquired Permits (FERC Projects)
- Exhibit V Work Site
- Exhibit W Subsurface Evaluation Materials – Instructions
- Exhibit X SIMOPS Requirements
- Exhibit Y Reserved
- Exhibit Z Reserved
- Exhibit AA Quality Management System
- Exhibit BB Reporting Requirements
- Exhibit CC Required Testing Notices
- Exhibit DD Document Requirements
- Exhibit EE Training Program

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Exhibit FF Project Execution Plan Instructions

Exhibit GG Form of Mechanical Completion Certificate

Exhibit HH Reserved

Exhibit II Form of Substantial Completion Certificate

Exhibit JJ Form of Final Completion Certificate

Exhibit KK Reserved

Exhibit LL Capital Spare Parts

Exhibit MM Non-Disclosure Agreement Dated: November 21, 2023

Exhibit NN National Grid Contractor Background Check Program

Exhibit NN-1: U.S. Background Checks for Contractors NGSP6, Attachment A, dated December 28, 2022

Exhibit NN-2: National Grid Requirements for Contractor Employee Background Check & Contractor Compliance Statement, Attachment B-1, dated December 28, 2022/Signed January 19, 2024

Exhibit NN-3: Contractor Information Sheet and Compliance Statement for Employee Background Check Requirements, Attachment B-2, dated December 28, 2022/Signed January 19, 2024

Exhibit OO Ethics

Exhibit OO-1: Supplier Code of Conduct, dated December 2022

Exhibit OO-2: Supplier Ethics Certification, dated January 19, 2024

Exhibit OO-3: Anti-Fraud & Bribery Policy dated September 2015

Exhibit PP Environmental

Exhibit PP-1: Environment Procedure EP6 Appendix A, Rev 5, dated January 2, 2024

Exhibit PP-2: Environmental Procedure EP6 Appendix B, dated May 28, 2010

Exhibit PP-3: Environmental Procedure EP6 Appendix C, dated May 28, 2010

Exhibit PP-4: National Grid Environmental Sustainability Policy, dated March 14, 2019

Exhibit QQ Safety

Exhibit QQ-1: N-1402 Contractor Safety Requirements, dated November 16, 2022, Rev. 19

Exhibit QQ-2: Certification of Contractor's Responsibilities for Safety and Environmental Compliance

Exhibit RR Reserved

Exhibit SS Department of Transportation

Exhibit SS-1: SHW-101 Contractor Compliance to FMCSA/PHMSA Drug & Alcohol Regulatory Requirements - Procedure, dated March 21, 2022

Exhibit SS-2: DOT-FMCSA Drug & Alcohol Prevention Plan, dated August 18, 2022

Exhibit SS-3: DOT-PHMSA Drug & Alcohol Prevention Plan, dated August 4, 2022

Exhibit SS-4: SHW-101 Contractor Compliance to FMCSA/PHMSA Drug & Alcohol Regulatory Requirements – Contractor Compliance Affidavit, dated January 19, 2024

Exhibit TT National Grid Process Safety Procedures

Exhibit TT-1: Reserved

Exhibit TT-2: Reserved

Exhibit TT-3: Reserved

Exhibit TT-4: Reserved

Exhibit TT-5: Reserved

Exhibit TT-6: Reserved

Exhibit TT-7: Reserved

Exhibit UU Business Continuity Plan

The provisions of this Agreement shall be construed as consistent rather than conflicting to the greatest extent possible. In the event of an irresolvable conflict, the following order of precedence shall govern:

- (i) This Cover Agreement

Contract: GE Grid Solutions LLC, CLCPA 2A- Synchronous Condensers Coffeen and Taylorville

- (ii) Exhibit E – Supplemental Conditions (if applicable)
- (iii) Exhibit A – Terms and Conditions for CLPCA2 Synchronous Condenser Engineering, Procurement, and Construction, Rev April 16, 2024
- (iv) Change Orders
- (v) Exhibit B – Statement of Work
- (vi) Exhibit C – Technical Scope of Work
- (vii) Exhibit D – Contract Pricing
- (viii) All remaining Contract Documents (except for Exhibit Z (Design Package)) not otherwise set forth above, which shall have equal order of precedence
- (ix) Exhibit Z - Design Package

ARTICLE 2 – NON-DISCLOSURE/CONFIDENTIALITY

Notwithstanding any other provision of this Agreement, the Parties recognize that they will share certain confidential information with each other in connection with this Agreement. Accordingly, all such confidential information exchanged by the parties in connection with this Agreement is governed by the Non-Disclosure Agreement dated November 1, 2023 (“NDA”). If the NDA expires or is terminated, its application to the terms of this Agreement shall continue, notwithstanding any expiration or termination of such NDA.

ARTICLE 3 – SCOPE OF WORK

Contractor hereby agrees to provide all materials, Equipment, apparatus, tools, labor, services, and facilities necessary to perform the Project in accordance with all the Scope of Work set forth in Article 2 of the Terms and Conditions.

ARTICLE 4 – SCHEDULE

Any Work to be performed under this Agreement shall be commenced and completed in accordance with Article 4 of the Terms and Conditions and the Work Schedules delineated in Exhibit F (Schedule Milestones and Guaranteed Completion Dates).

ARTICLE 5 – CONTRACT PRICE

The Contract Price for the Work shall be in accordance with Exhibit D (Contract Pricing).

ARTICLE 6 - NOTICES

Unless a different form of notice is required by the Terms and Conditions, all legal and contractual notices shall be given to the designated Party by registered mail, certified mail or express (overnight) delivery service, postage prepaid, to the intended Party at the following address or at such changed address as may from time to time be designated in a notice similarly delivered or mailed to:

To Contractor:

GE Grid Solutions LLC
Attn: Head of Legal
4200 Wildwood Parkway
Atlanta, GA 30339
Email: luke.thompson@ge.com
Phone: 404.983.4821

To Company:

Niagara Mohawk Power Corporation
Attn: Michael Quinn
Lead Project Manager – Mega Projects
300 Erie Blvd West, Syracuse NY 13202
Email: Michael.Quinn2@nationalgrid.com
Phone: 518.469.9144

ARTICLE 6 - ENTIRE AGREEMENT

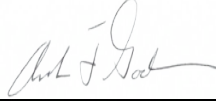
This Agreement constitutes the entire and integrated agreement between the Company and Contractor, with respect to the Work specified, and supersedes all prior negotiations, representations or agreements, either written or oral. No modification of any of the provisions of this Agreement shall be binding unless in writing and signed by a duly authorized representative of each party hereto.

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be executed by its duly authorized representative on the day and year set forth below.

Contract: GE Grid Solutions LLC, CLCPA 2A- Synchronous Condensers Coffeen and Taylorville

Contractor:

GE Grid Solutions LLC



Signature

Andrew F. Goodman

Name

Executive GM, Commercial, Sales & Tendering

Title

April 16, 2024

Date

Company:

Niagara Mohawk Power Corporation

d/b/a National Grid

DocuSigned by:

Stephen R. DeRosa

Signature

Stephen R. DeRosa

Name

Procurement Director

Title

April 18, 2024 | 5:50 PM BST

Date

Sheet Instructions:

The bidder should add labor classifications as necessary in order to account for any resources that will be used to complete the Project as provided in the Drawings as well as any resources required to complete out of scope services.

*** GE Vernova rate below is 2023 rate. GEV will apply the yearly rate of the year we perform the service. GEV reserves the right to change rate.**

Definitions

Straight Time	Hours worked between 7 8am and 7 5pm Monday - Friday
Saturday / extended day premium time	Hours worked on Saturday between 7am and 7pm; or any hours worked beyond an 8 hour shift
Sunday and holiday premium time	Hours worked on Sunday or federally recognized holiday between 7am and 7pm
Night Differential	Rate differential for hours worked during daytime hours of 7pm and 7am; to be applied to all day rates listed above

GE Vernova Clarifications/Notes for Billing:

1. The normal work week is defined as 8AM to 5PM Monday-Friday, exclusive of lunch time and GE holidays.
2. An overtime rate of 1.5 times the standard time rate will apply to all work performed beyond the normal work week hours and work or travel performed on Saturday.
3. A double-time rate of two times the standard rate will apply to all work or travel performed on Sundays and on GE holidays.
4. Travel and Living (T&L) for the continental U.S.A. will be billed at cost plus an administrative adder of 20%. This applies to T&L charges only (hotel, transportation, meals, ...). This does not apply to hourly rate.
5. Materials, subcontract labor and equipment required to support GE will be provided at user cost plus an administrative adder of 35 percent.
6. Preparation, travel, and report writing time will be charged at the applicable hourly rate (i.e., standard rate times applicable multiplier(s) as set forth in items two (2) and three (3) above) on a round trip basis, with point of departure based upon the location of the GE representative responsible for providing the service.
7. Consult with local GE Energy Connections office to determine applicable charges for special tooling and/or test equipment.
8. This GE commercial rate sheet is valid until April 15, 2024

* GEV Personnel may include contract or affiliate employees.

Labor Classification	Time Classification	UOM	Rate
Project Manager	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Night Differential	per Hour	
	Straight Time	per Hour	

Senior Engineer	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Field Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Field Technician	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Project Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Test Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Protection Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Civil Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Site Manager	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
Application / QA Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour
	Daytime Differential	per Hour
System Engineer	Straight Time	per Hour
	Saturday / extended day premium time	per Hour
	Sunday and holiday premium time	per Hour

	Daytime Differential	per Hour	N/A
Communications Engineer	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Control Engineer	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Control Designer	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Sourcing Specialist	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Financial Analyst	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Substation Designer	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Technician	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Project Control Analyst	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
Drafter / Project Administrator	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
	Straight Time	per Hour	

Scheduler	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	
	Straight Time	per Hour	
	Saturday / extended day premium time	per Hour	
	Sunday and holiday premium time	per Hour	
	Daytime Differential	per Hour	