



**Amendment Number 1 to
The FRAMEWORK AGREEMENT for CONSTRUCTION**

This Amendment Number 1 (this "Amendment") to the Agreement (as defined below) is entered into as of November 23, 2015 by and between Iberdrola USA Management Corporation ("Customer") and [REDACTED] ("Contractor" or "Supplier"). Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

RECITALS:

WHEREAS, Customer and Supplier are parties to a FRAMEWORK AGREEMENT for CONSTRUCTION dated as of August 20, 2015 (the "Agreement"); and

WHEREAS, the parties desire to enter into this Amendment to reflect changes to the Agreement as are set forth herein.

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

- A) Schedule B, Services, will be amended to include Schedule B-1, the scope of work.
- B) Schedule D, Pricing Terms, will be amended to include Schedule D-1, the pricing terms to cover the services provided under Schedule B-1.
- C) Appendix C, Contract Data Sheet, will be amended to include Appendix C-1 the Contract Data Sheet for the Eelpot Road Substation Project.
- D) All references in the Agreement to defined terms shall be deemed to refer to such terms as such terms have or may have been amended, modified, or supplemented by this Amendment.
- E) Except as expressly amended by this Amendment, the Agreement shall remain unchanged and in full force and effect and the parties hereby ratify and confirm the Agreement and each of its obligations.
- F) Any conflict or inconsistency between the Agreement and this Amendment shall be resolved in favor of this Amendment.
- G) This Amendment shall be governed by and construed in accordance with the laws of the State of New York without regard to its conflict of laws principles.

H) This Amendment may be signed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to be executed as of the date first set forth above.

IUMC

By: [Signature]

Name: Kevin E. Walker

Title: COO

Date: 12-10-15

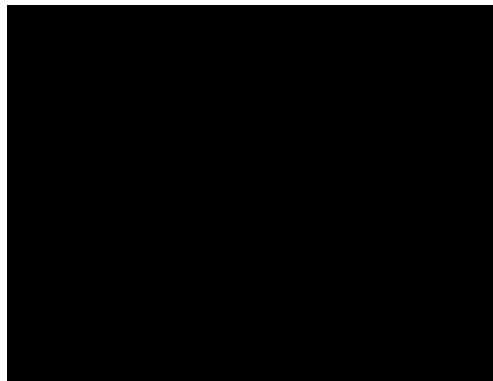
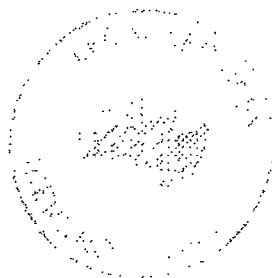
IUMC

By: [Signature]

Name: Jose Maria Torres

Title: CFO

Date: 12/10/15



Schedule B-1
Scope of Services
Eelpot Road Substation Scope of Work

The project consists of Above-Grade construction for the above referenced project. The project requires the installation of a new 115/34kV transformer, high side bus re-configuration (ring bus) and 34.5kV split bus with tie-breaker and relocation of Circuit 589. A new control house with all new P&C equipment will be required as system A and B must be implemented for 115kV equipment. Total duration of work is 9 months per the SOW document.

The scope of work documents are located within the following cd files:

EELP-2-I-IEPD-0142 Rev 2 Scope of Work Aboveground
SP-1865B Electrical Construction Spec 0E Eelpot
1000-E1-S02_OA_3_REV_1

Schedule D-1
Eelpot Road Substation Pricing Terms

1. Pricing is firm for the full scope of work performed at the Eelpot Road Substation Project as defined in Schedule B. - 1.
2. Payment terms are Net 60 days from invoice date.

Eelpot Road Substation Pricing Table

EELP-2-I-EPD-0133 Rev 0 Above Ground Work Bid Sheet RFP Above-ground Works St EELPOT Road IBERDROLA USA SUMMARY		
ITEM NO.	DESCRIPTION	TOTAL COST
1.0	General	
2.0	Utilities - Substation Yard - Yard Conduit & Junction Boxes - Installation	
3.0	Utilities - Substation Yard - Yard Conduit & Junction Boxes - REMOVAL	
4.0	Substation Yard - Grounding for Electrical Equipment & Structures- Installation	
5.0	Substation Yard - Transmission & Distribution Equipment- Installation	
6.0	Substation Yard - Transmission & Distribution Equipment- Removal	
7.0	Substation Yard - Structures & Stands- Installation	
8.0	Substation Yard - Structures & Stands- Removal	
9.0	Electrical Utility Bus System and Power Cables- Installation	
10.0	Electrical Utility Bus System- Removal	
11.0	Control House - Protective Relay, Control Panels and Accessories- Installation	
12.0	Control House - Protective Relay, Control Panels and Accessories- Removal	
13.0	Low-Voltage Electrical Power, Control and Instrument Conductors and Cables- Installation	
14.0	Low-Voltage Electrical Power, Control and Instrument Conductors and Cables- Removal	
15.0	Testing and Commissioning- Part 1	
TOTALS		

Eelpot Road Substation Project Equipment and Labor Rates

EELP-2-I-EPD-0133 Rev 0 Above Ground Work Bid Sheet EQUIPMENT & LABOR RATES IBERDROLA USA			
EQUIPMENT & LABOR RATES			
Postion	Straight Time	Overtime	Double Time
Local 1249 Rates:			
Superintendent			
General Foreman			
Journeyman			
Cableman - Fiber Optics			
Working Foreman Lineman			
Foreman Lineman			
Cable Splicer			
Apprentice 1st Period Lineman			
Apprentice 2nd Period Lineman			
Apprentice 3rd Period Lineman			
Apprentice 4th Period Lineman			
Apprentice 5th Period Lineman			
Apprentice 6th Period Lineman			
Apprentice 7th Period Lineman			
Ground Digging Machine Operator			
Groundman - Driver, Class B			
Truck Driver Tractor Trallor Line Class A			
Chief Mechanic			
Mechanic First Class			
Local 86 Rates:			
General Foreman			
Foreman			
Joumeyman			
Apprentice 1st Period			
Apprentice 2nd Period			
Apprentice 3rd Period			
Apprentice 4th Period			
Apprentice 5th Period			
Apprentice 6th Period			
Testing/Commissioning Rates:			
Commissioning Engineer			
Testing Engineer			
Testing Technician			
Project Management			
Professional Electrical Engineer, PE			

Equipment Description	Hourly Rate	Daily Rate
Equipment Rates:		
BUCKET TRUCK W/TOOLS 50-60' MH		
BUCKET TRUCK W/TOOLS 37-42' MH		
DIGGER DERRICK 60' SHEAVE HEIGHT		
DIGGER DERRICK 47' SHEAVE HEIGHT		
SAFETY COORDINATOR'S VEHICLE		
PROJ. MGR./SUPER. VEHICLE		
GENERAL FOREMAN'S PICK -UP		
1T STAKE RACK DIESEL TRUCK		
22' STAKE BODY DIESEL. TRUCK		
SKID LOADER BOBCAT 185		
SKID LOADER BOBCAT 220		
LULL, DIESEL 6,000# CAPACITY		
LULL, DIESEL 10,000# CAPACITY		
120 KV DC Hipot		
15KV Megger		
200 KV AC Hipot		
25 KV VLF AC Hipot		
30 Amp DC Power Supply		
4 Point Earth Ground Test Set		
50' Vehide Ground Set		
AC/DC Power Supply		
Circ Bkr Motionrravel Analyzer		
Clamp on Ground Rod Analyzer		
Computer with wireless Air Card		
Current Transformer Test Set		
Dew Point Analyzer		
DLRO meter 10-600 Amp (Ductor)		
Doble F6150 Relay Test Set		
Doble Power Factor Set (M4000)		
Infra-Red Camera no Operator		
Insulating Oil Dielectric Test Set		
Leak Detection System		
Resonator for Power Factor Set		
SF-6 Reclaiming Cart		
Turns Ratio Test Set (nR)		
Vacuum Bottle Test Set		
Winding Resistance Meter		

APPENDIX C-1

Contract Datasheet

Section	Item	Contract Data
	Contract Currency	US Dollars (USD)
	Warranty Period	Two (2) years
	Owner Permits	See Appendix H (Permits)
1.11	Site Access Date	12/01/2015
1.15	Substantial Completion Date	9/30/2016
1.6	Final Completion Date	12/30/2016
	Project e-mail	Kyle Duck- Kyle.Duck@iberdrolausa.com