

# Purchase Order

Dispatch via Print

Niagara Mohawk Power Corporation d/b/a  
**National Grid**  
 300 ERIE BLVD WEST  
 SYRACUSE NY 13202-0000  
 United States

PURCHASE ORDER NUMBER  
 MUST APPEAR ON ALL INVOICES,  
 PACKAGES, PACKING SLIPS,  
 AND ALL CORRESPONDENCE

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0000160468	12/15/2011		1
<b>Payment Terms</b> MANOVRDEF		<b>Freight Terms:</b> FOB-DESTINATION	
<b>Ship Via:</b> Best Way			
<b>Quote Date</b>	<b>Quote Number</b>	<b>Quote Name</b>	
<b>Contract Number</b>		<b>Expiration</b>	
<b>Confirmation Name</b>		<b>Date</b>	

**Vendor:** 0000009288  
 HARLAN ELECTRIC COMPANY  
 1416 TRINDLE ROAD  
 CARLISLE PA 17013  
 United States  
**Phone:** 717/243-4600  
**Fax:** 717/243-3633

**SUBMIT ALL INVOICES TO:**  
**Niagara Mohawk Power Corp**  
 ACCOUNTS PAYABLE  
 300 ERIE BLVD WEST  
 SYRACUSE NY 13202-0000  
 For Invoice inquiries call: 1-888-4TDC-123

**Buyer** William R Austin  
**Phone** 315/428-6507  
**Marked for:** Sara J Sherman

**Ship To:** Various

Line-Schd	Item ID#	Item Description	Mfg Item ID/Mfg Name	Quantity	UOM	Unit Price	Extended Amt	Due Date
		This AGREEMENT and associated Purchase Order No. 0000160468, between Harlan Electric Company, (Contractor) with principal place of business of 1416 Trindle Rd, Carlisle, PA, 17013 and Niagara Mohawk Power Corporation a corporation organized and existing under the laws of the state of New York, with its principal place of business at 300 Erie Boulevard West, Syracuse, NY 13202 (the Company or Owner), effective November 28, 2011, is written to cover the Emmet Woodlawn SubT Projects.  TERMS & CONDITIONS:  a. National Grid's Terms & Conditions for Construction Purchase Orders, Document No. 00700, as signed 12/01/2011, are in effect for this Agreement. b. Owner  <p style="text-align: center;">***** P.O. continued on next page *****</p>						

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		and Contractor exchanges pursuant to the Request for Proposals (RFP) are acknowledged; messages, documents, procedures, assumptions, conditions, proposals, and pricing that were associated with the on-line Ariba bid event entitled ;WA-Lynn St. Woodlawn 1, Emmet Woodlawn 13, Woodlawn Kramer 12-091211; as Doc 37523885 and responses as submitted by the Contractor on and after October 21, 2011 are by reference made part of this Agreement; including letters dated November 30, 2011 Contractor acknowledges and agrees that corporate information and query responses entered by the Contactor into the www.ISNetworld.com application as a condition of the bid referenced in paragraph (c) are by reference made part of this Agreement.  TECHNICAL  ***** P.O. continued on next page *****						

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		SPECIFICATIONS FOR THIS PROJECT:  a. National Grid RFP dated 09/23/2011.  b. As per Ariba bid event entitled ¿WA-Lynn St. Woodlawn 1, Emmet Woodlawn 13, Woodlawn Kramer 12-091211¿ as Doc 37523885  SCHEDULE:  Owner has requested that this project be started on/or before January 3, 2012 and is to be completed on or before March 31, 2012. Contractor shall work with Construction Supervisor Peter Savage (518-423-7232 Cell) to coordinate the scheduling and completion of the project.   <p style="text-align: center;">***** P.O. continued on next page *****</p>						

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		PROJECT COST: \$1,666,850.05 Lump Sum. The Lump Sum Contract Price shall be the total price to be paid by the Company to the Vendor and shall be all inclusive of labor, equipment, work reasonably associated with or implied including but not limited to; make ready work, temporary facilities and construction, supply of incidental materials, profit, overhead, permits, licenses, taxes and any other items specified or implied by the Contract Documents. The following Unit Price Schedule, below shall provide pricing for items of extra work or as specified in the Ariba RFP. Unless otherwise agreed to in writing by the Company and the Contractor each unit price shall remain applicable regardless of the final quantity of units used. Work required of the Contractor by the Owner for which no unit is previously established shall be paid for at Time and Expense rates as submitted by the Contractor, and accepted by ***** P.O. continued on next page *****						

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		the Owner, with the Ariba RFP bid response.						
		Lump Sum Price Breakdown:						
		Line 1) Emmet-Woodlawn SubT Projects \$1,666,850.05						
		Unit Price Schedule A Emmet-Woodlawn SubT Projects De-Energized:						
		Item Price						
		A. Install, remove, replace structure \$ 2,435.00						
		B. Install,						
		***** P.O. continued on next page *****						

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		remove, replace framing \$ 5355.00						
		C. Install, remove, replace wire \$ N/A						
		D. Install, remove replace xfmr \$ 1,120.00						
		E. Install, remove, replace guying \$ 325.00						
		F. Rock Drill \$ 1,540.00/ hole						
		G. Hand Dig \$ 840.00 /location						
		H. Install, remove replace c/os \$ 425.00						
		I. Install, remove replace switches \$ 4,500.00						
		J. Install, remove replace misc equip (regs, caps,						
***** P.O. continued on next page *****								

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		reclosers, etc) \$ 6,000.00						
		K. Back Fill \$ 90.00/cu. yd.						
		L. Remove & Temporary Stockpiling of Any Contaminated Soil \$ No Bid						
		M. Standard Equipment \$ See Attached Rates						
		Note: See						
		***** P.O. continued on next page *****						

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		Contractor Cost Proposal Submitted in Ariba on 10/21/2011 for complete reference.  SAFETY:  The project identified within this Agreement has been classified as "High" Safety Risk. At the time of Award the Contractor had an ISN score of "B". The Contractor must work in conformance with:  a. National Grid's Contractor Safety Requirements Procedure N-1402 dated 2/01/11.  b. The Contractor shall maintain a satisfactory ISN score for the project duration. c. The Contractor						
***** F.O. continued on next page *****								

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		will be expected to submit a Project Specific Health & Safety Plan for Owner review & acceptance prior to start of work.  d. Contractor and Owner will review the comprehensive work approach at a pre-construction meeting, and monitor and adjust according to circumstances for the duration of the Work.  ENVIRONMENTAL REQUIREMENTS:  a. The project identified within this Agreement must conform to National Grid's Contracted Services Environmental Procedure -6, previously executed by the Contractor b. EG-303 Natural Resource Protection - Row Access,   ***** P.O. continued on next page *****						

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		Maintenance and Construction Best Management Practices						
		c. EG-501NY - Release Notification in New York						
		d. G-502NY -Spill and Release Cleanup						
		e. EG-1703- Construction Projects on Public Roadways						
		GENERAL:						
		Approximately 20% has been added to the base purchase order dollar cap to cover unforeseen contingencies, should any arise, during the construction process. This amount is neither firm nor guaranteed. Any cost incurred in addition to the Lump Sum Price will						
		***** P.O. continued on next page *****						

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		not be reimbursed without prior written consent and approval of National Grid.  SALES TAX:  Effective June 1, 2009 National Grid will not pay sales tax to vendors and suppliers, unless collection and payment of sales tax is required by law irrespective of the existence of a Direct Payment permit, e.g. the purchase of motor fuel. Visit <a href="http://www2.nationalgridus.com/corpinfo/purchasing/payment_all_all.jsp">www2.nationalgridus.com/corpinfo/purchasing/payment_all_all.jsp</a> . PAYMENTS:  Not later than the fifth Day of each month the Contractor						
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		shall submit to the Company its invoice, in a form acceptable to the Company, for Work completed through the last Day of the preceding month. Each of three (3) monthly invoices shall be for the total of \$1,500,165.00, The first invoice shall be a total of \$666,740.00 as representing 40% of the work . The second and third invoices each shall be \$416,712.50 each, representing 25% of the work. These three (3) invoices will will represent 90% of the work. The fourth and final invoice shall be submitted for the final 10% retention of the cost totaling \$166,685.05 and shall be submitted when the work is completed and final accepted, by National Grid.  INVOICING:  All  <p style="text-align: center;">***** P.O. continued on next page *****</p>						

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**Buyer** William R Austin  
**Phone** 315/428-6507  
**Marked for:** Sara J Sherman

**Ship To:** Various

Line-Schd	Item ID#	Item Description	Mfg Item ID/Mfg Name	Quantity	UOM	Unit Price	Extended Amt	Due Date
		invoices shall be mailed to:  Niagara Mohawk Power Corporation  Accounts Payable 300 Erie Blvd. West Syracuse, NY 13202 Attn: Sara J. Sherman Purchase Order #: 0000160468  Work Request Various  Direct any Commercial Questions to:  Scott Shupe, Senior Buyer National Grid Global Procurement Dept. C-2 300 Erie Blvd. West Syracuse,  ***** P.O. continued on next page *****						

# Purchase Order

Dispatch via Print

Niagara Mohawk Power Corporation d/b/a  
**National Grid**  
 300 ERIE BLVD WEST  
 SYRACUSE NY 13202-0000  
 United States

PURCHASE ORDER NUMBER  
 MUST APPEAR ON ALL INVOICES,  
 PACKAGES, PACKING SLIPS,  
 AND ALL CORRESPONDENCE

**Vendor:** 0000009288  
 HARLAN ELECTRIC COMPANY  
 1416 TRINDLE ROAD  
 CARLISLE PA 17013  
 United States  
**Phone:** 717/243-4600  
**Fax:** 717/243-3633

**SUBMIT ALL INVOICES TO:**  
**Niagara Mohawk Power Corp**  
 ACCOUNTS PAYABLE  
 300 ERIE BLVD WEST  
 SYRACUSE NY 13202-0000  
 For Invoice inquiries call: 1-888-4TDC-123

<b>Purchase Order</b>	<b>Date</b>	<b>Revision</b>	<b>Page</b>
0000160468	12/15/2011		14
<b>Payment Terms</b> MANOVRDEF		<b>Freight Terms:</b> FOB-DESTINATION	
<b>Ship Via:</b> Best Way			
<b>Quote Date</b>	<b>Quote Number</b>	<b>Quote Name</b>	
<b>Contract Number</b>		<b>Expiration</b>	
<b>Confirmation Name</b>		<b>Date</b>	

**Buyer** William R Austin  
**Phone** 315/428-6507  
**Marked for:** Sara J Sherman

**Ship To:** Various

Line-Schd	Item ID#	Item Description	Mfg Item ID/Mfg Name	Quantity	UOM	Unit Price	Extended Amt	Due Date
		NY 13202  EXECUTION  This Agreement, including all Contract Documents, constitutes the entire Agreement between the Owner and the Contractor, with respect to the Work specified, and all previous representations relative thereto, either written or oral are hereby annulled and superseded. 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.  The rights and obligations of each Affiliate utilizing or purchasing Services from Contractor under this agreement are several and not joint; to the extent  <p style="text-align: center;">***** P.O. continued on next page *****</p>						

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<b>Purchase Order</b>	<b>Date</b>	<b>Revision</b>	<b>Page</b>
0000160468	12/15/2011		15
<b>Payment Terms</b> MANOVRDEFreight Terms: FOB-DESTINATION		<b>Ship Via:</b> Best Way	
<b>Quote Date</b>	<b>Quote Number</b>	<b>Quote Name</b>	
<b>Contract Number</b>		<b>Expiration</b>	
<b>Confirmation Name</b>		<b>Date</b>	

**Buyer** William R Austin  
**Phone** 315/428-6507  
**Marked for:** Sara J Sherman

**Ship To:** Various

Line-Schd	Item ID#	Item Description	Mfg Item ID/Mfg Name	Quantity	UOM	Unit Price	Extended Amt	Due Date
		<p>any Affiliate is liable in connection herewith, such liability shall be borne only by that Affiliate for which the specific services giving rise to such liability were being provided or purchased.</p> <p>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. Contractor to acknowledge receipt of this Purchase Order by signing, dating and returning a copy of this to the attention of:</p> <p>Scott Shupe, Senior Buyer                      National Grid                      Global Procurement Dept. C-2                      300 Erie Blvd. West                      Syracuse, NY 13202</p> <p style="text-align: center;">***** P.O. continued on next page *****</p>						

# Purchase Order

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**National Grid**  
 300 ERIE BLVD WEST  
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0000160468	12/15/2011		16
<b>Payment Terms</b> MANOVRDEFreight Terms: FOB-DESTINATION			
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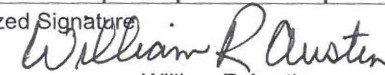
**Buyer** William R Austin  
**Phone** 315/428-6507  
**Marked for:** Sara J Sherman

**Ship To:** Various

Line-Schd	Item ID#	Item Description	Mfg Item ID/Mfg Name	Quantity	UOM	Unit Price	Extended Amt	Due Date
1 - 1		Sub Tran Maintenance work competitively bid and awarded to Harlan Electric		1	LO	2,000,000.0000	2,000,000.00	12/15/2011
Do not apply sales tax to this line								
<b>Total PO Amount</b>							2,000,000.00	
***** End of P.O. *****								



Kevin K. Gribbon  
 2011.12.20 13:49:35 -05'00'

Authorized Signature  
  
 Buyer William R Austin