

**FIRST AMENDMENT TO THE
AGREEMENT FOR RESERVATION OF
TRANSMISSION LINE AND SWITCH CAPACITY**

This FIRST AMENDMENT to the AGREEMENT FOR RESERVATION OF TRANSMISSION LINE AND SWITCH CAPACITY by and between Public Utility District No. 1 of Clallam County, Washington, a Washington municipal corporation (“CPUD”), and Public Utility District No. 1 of Jefferson County, Washington, a Washington municipal corporation (“JPUD”), is made and entered into as of the date last written below. CPUD and JPUD are from time to time referred to in this Agreement collectively as the “Parties.”

RECITALS

A. On April 1, 2015, the Parties entered into an Agreement for Reservation of Transmission Line and Switch Capacity (the “Agreement”) that, among other things, provides that JPUD shall reserve transmission line and switch capacity for CPUD, to accommodate CPUD serving its own load during emergency conditions and system maintenance, and that establishes the amount of transmission line and switch capacity to be reserved to CPUD.

B. In particular, by the terms of the Agreement, JPUD shall reserve for CPUD certain transmission line and switch capacity between BPA’s Fairmount Breaker #1374 and CPUD’s Switch #1170.

C. CPUD has rebuilt its transmission facilities commencing at Switch #1170, which switch is attached to CPUD’s Pole #2902-241861. The rebuild project includes the installation of a new switch, #1171, attached to CPUD’s Pole #2902-241860. With the installation of Switch #1171, CPUD’s operations no longer require the use of Switch #1170; Pole #2902-241861; or Pole #2902-241862, a span guy attachment backing up Pole #2902-241861. JPUD’s operations, however, would benefit from JPUD’s ownership of those facilities.

D. CPUD desires to transfer to JPUD, and JPUD desires to receive from CPUD, all of CPUD’s interest in Switch #1170, Pole #2902-241861, and Pole #2902-241862. Upon completion of that transfer, CPUD’s operations will require that the transmission line and switch capacity JPUD has reserved for CPUD be extended from Switch #1170 to CPUD’s Switch #1171. This Agreement is intended to memorialize JPUD’s intent to reserve transmission line and switch capacity for CPUD, from BPA’s Fairmount Breaker #1374 to CPUD’s Switch #1171.

AGREEMENT

NOW, THEREFORE, for and in consideration of the mutual benefit of the Parties, and other valuable consideration, the Parties covenant and agree as follows:

1. The reference to Switch #1170 in Section 1 – System Backup Capacity, of the Agreement for Reservation of Transmission Line and Switch Capacity dated April 1, 2015, shall

be changed to Switch #1171, effective upon the transfer by CPUD to JPUD of Switch #1170, Pole #2902-241861, and Pole #2902-241862.

2. All other terms and conditions of the said Agreement for Reservation of Transmission Line and Switch Capacity shall remain in full force and effect.

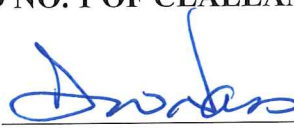
IN WITNESS WHEREOF, the Parties have caused this First Amendment to the Agreement for Reservation of Transmission Line and Switch Capacity to be executed by their respective authorized officials.

PUD NO. 1 OF JEFFERSON COUNTY, WASHINGTON

By:  Date: 8-12-19
(Signature)

Its: Kevin Streett, General Manager
(Title)

PUD NO. 1 OF CLALLAM COUNTY, WASHINGTON

By:  Date: 8.19.19
Doug Nass, General Manager


8/19/19

BILL OF SALE

This Bill of Sale (the "Bill of Sale") is made and entered into by and between Public Utility District No.1 of Clallam County, a Washington public utility district ("CPUD"), and Public Utility District No.1 of Jefferson County, a Washington public utility district ("JPUD").

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CPUD does hereby transfer, convey, assign and deliver to JPUD, and JPUD hereby accepts, all of CPUD's right, title and interest in and to the following facilities (the "Facilities"):


1. Pole #2902-241861
2. Pole #2902-241862
3. Switch #1170

This Bill of Sale is being delivered in connection with the execution of the First Amendment to the Agreement for Reservation of Transmission Line and Switch Capacity, between CPUD and JPUD and of even date herewith, and is subject to the terms, conditions, and disclaimers of that First Amendment and of the Agreement for Reservation of Transmission Line and Switch Capacity dated April 1, 2015. JPUD accepts the Facilities in their as-is, where-is condition without warranty, including, without limitation, warranties as to merchantability and fitness for a particular purpose.

This Bill of Sale shall be binding upon and inure to the benefit of CPUD and JPUD and their respective successors and assigns.

IN WITNESS WHEREOF, this Bill of Sale has been duly executed and delivered by the duly authorized officer of each party as of the date last written below.

PUD NO. 1 OF CLALLAM COUNTY, WASHINGTON

By: 
Doug Nass, General Manager

Date: 8-19-19

PUD NO. 1 OF JEFFERSON COUNTY, WASHINGTON

By: 
Signature

Date: 8-12-19

Its: Kevin Streett, General Manager
Title