

Attachment II

SERVICE AGREEMENT NO. 1325

New York Independent System Operator, Inc.

FERC Electric Tariff, Original Volume No. 1 _____ Original Sheet No. 1
Service Agreement No. 1325

AMENDED AND RESTATED

INTERCONNECTION AGREEMENT

BY AND AMONG

NEW YORK INDEPENDENT SYSTEM OPERATOR, INC.

AND

NIAGARA MOHAWK POWER CORPORATION D/B/A NATIONAL GRID

AND

ATLANTIC WIND, LLC

(FAIRFIELD PROJECT)

Dated as of ~~June 9, 2008~~ December 13, 2010

Issued by: _____ Elaine D. Robinson, Dir. Reg. Affairs _____ Effective: _____ June 9, 2008
Issued on: _____ July 3, 2008

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**AMENDED AND RESTATED STANDARD LARGE GENERATOR
INTERCONNECTION AGREEMENT**

THIS AMENDED AND RESTATED STANDARD LARGE GENERATOR INTERCONNECTION AGREEMENT (“Agreement”) is made and entered into this ~~9th~~ **13th** day of ~~June, 2008~~, **December 2010**, by and among Atlantic Wind, LLC, a limited liability company organized and existing under the laws of the State of Oregon (“Developer” with a Large Generating Facility), the New York Independent System Operator, Inc., a not-for-profit corporation organized and existing under the laws of the State of New York (“NYISO”), and Niagara Mohawk Power Corporation d/b/a National Grid, a corporation organized and existing under the laws of the State of New York (“Transmission Owner”). Developer, the NYISO, or Transmission Owner each may be referred to as a “Party” or collectively referred to as the “Parties.”

RECITALS

WHEREAS, NYISO operates the Transmission System and Transmission Owner owns certain facilities included in the Transmission System; and

WHEREAS, Developer intends to own, lease and/or control and operate the Generating Facility identified as a Large Generating Facility in Appendix C to this Agreement; and

WHEREAS, Developer, NYISO, and Transmission Owner have agreed to enter into this Agreement for the purpose of interconnecting the Large Generating Facility with the New York State Transmission System.

NOW, THEREFORE, in consideration of and subject to the mutual covenants contained herein, it is agreed:

**ARTICLE 1
DEFINITIONS**

Whenever used in this Agreement with initial capitalization, the following terms shall have the meanings specified in this Article 1. Terms used in this Agreement with initial capitalization that are not defined in this Article 1 shall have the meanings specified in Section 1.0 or Attachment S of the NYISO OATT.

Affected System shall mean an electric system other than the transmission system owned, controlled or operated by the NYISO or the Transmission Owner that may be affected by the proposed interconnection.

Affected System Operator shall mean the entity that operates an Affected System.

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APPENDIX A Attachment Facilities and System Upgrade Facilities

1. Attachment Facilities

(a) Developer's Attachment Facilities

Developer will design and construct a 34.5/115 kV collector substation (“Hardscrabble Substation”) and a 115 kV ~~transmission line~~ bus, approximately 10 feet in length, from the Developer's collector substation Hardscrabble Substation to the Point of Change of Ownership. Developer shall design and construct the Developer's Attachment Facilities in accordance with the applicable requirements of Transmission Owner, as set out in National Grid Electric System Bulletin 756, dated May 2007, to the extent not inconsistent with the terms of this Agreement or the NYISO OATT and in accordance with the Transmission Owner's project specific electrical requirements as documented in the project's Specification for Electrical Installation dated December 4, 2007 to the extent not inconsistent with the terms of this Agreement or the NYISO OATT.

The Hardscrabble Substation shall include, but is not limited to:

- one (1) 115 kV, 1200 A, three-phase, group-operated, disconnect switch with motor operator;
- one (1) 115 kV, 1200 A, 40kA SF₆ circuit breaker;
- three (3) 76 kV MCOV surge arresters;
- one (1) 48/64/80 MVA, wye-delta-wye, 115/34.5 kV transformer with 13.2 kV buried tertiary winding;
- one (1) 34.5 kV, 2000 A, three-phase, group-operated disconnect switch;
- twelve (12) 22 kV MCOV surge arresters;
- one (1) 34.5 kV, 1200A, 31.5kA circuit breaker for each 34.5 kV collector circuit;
- one (1) 34.5 kV, 1500 kVA, 600-volt buried delta secondary grounding transformer for each 34.5 kV collector circuit; and
- ~~The collector substation shall include, but is not limited to, one (1) 115 kV disconnect switch, one (1) 115 kV circuit breaker, one (1) 34.5/115 kV transformer, one (1) 34.5 kV circuit breaker for low side transformer protection,~~

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~~one (1) 34.5 kV circuit breaker for each 34.5 kV collector circuit, one (1) grounding transformer for each 34.5 kV collector circuit, and a control enclosure for control, protection, and data communication equipment.~~

(b) Transmission Owner's Attachment Facilities

i. Transmission Owner's Attachment Facilities to be Constructed by Developer:

ii. ~~Per the Project's Functional Specification (Document # ST.0200.001—see Section 2A) provided with the Facility Study, as amended, Developer will procure and install one 115kV, 2000 Amp, three-phase disconnect switch with operating-arm operated auxiliary switch and, the associated support structure and the linebus that connects at the dead end structure, the 115kV transmission line to the short end of the switch to the three breaker, 115kV ring bus interconnection station (the "Interconnection, "Fairfield Station")— The Developer will also provide per the above "Specification for Electrical Installation" a location within the Developer's Attachment Facilities for the metering and Remote Transmitter Unit to be purchased and installed by the Transmission Owner, will build a location within the Fairfield Station for adequate metering sockets and will provide to accommodate the Transmission Owners revenue meters. The Developer will procure and install~~ three (3) single phase PT/CT metering units rated for 115 kV operation. The Transmission Owner shall perform engineering review and operational testing and/or inspecting of the Transmission Owner's Attachment Facilities.

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iii. ~~ii.~~ Transmission Owner's Attachment Facilities to be constructed by Transmission Owner:

Transmission Owner will procure and install one (1) revenue meter ~~and an associated Remote Transmitter Unit at the collector substation,~~ **to be installed in Fairfield Station.**

2. System Upgrade Facilities

(a) Stand Alone System Upgrade Facilities:

Developer will design and construct the ~~Interconnection~~ **Fairfield** Station near the Point of Interconnection to the Valley-Inghams #3 115 kV line system in accordance with the "Interconnection Facilities Study Report for the Interconnection of the Fairfield Wind Farm 115kV 120 MW Project" dated June 6, 2007 including Document #ST.0200.001 "General-Substation Design, TOAF, Fairfield Facility ("Transmission Owner's Specifications"). Developer will arrange for the installation of any third party communication lines required to support protection and operations data communications.

The ~~Interconnection~~ **Fairfield** Station will include a ~~15~~ **115** kV switchyard, which Developer will construct, that will be equipped with, but is not limited to, the following:

- (1) Three (3) 115 kV transmission line positions: (1) #15 Line to ~~Collection Station~~ **Hardscabble Substation**, (2) #12 Line to Valley Station, (3) #03 line to Inghams Station;
- (2) Three (3) circuit breakers with 40 kA (minimum) interrupting capability, rated 115 kV (minimum) maximum operating voltage and 2000 A (minimum) continuous rating. Breakers shall be of dead tank design;
- (3) Two (2) 115 kV, 2000 Amp, three-phase motor-operated disconnect switches with mechanically-interlocked, manually-operated ground switches and operating-arm operated auxiliary switches;
- (4) Six (6) 115 kV, 2000 Amp, three-phase disconnect switches with operating-arm operated auxiliary switches;
- (5) Three (3) 123 kV rated, 98 kV MCOV Station Class surge arresters;

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- (6) Nine (9) 115 kV CCVTs for line relaying; **and**
- (7) Two (2) station service transformers, each fed from an independent, diversely routed three-phase source, minimum 100 KVA each.

The ~~Interconnection~~ **Fairfield** Station will also include a Control House, which Developer will construct, that will be equipped with, but is not limited to, the following:

- (1) Control and dual relay switchboards, with space for a future breaker position; **;**
- (2) Dual batteries and chargers with automatic throw over scheme; **;**
- (3) Dual cable trays; **;**
- (4) Station service switchgear; **;**
- (5) Dual AC & DC power panels; **;**
- (6) Data communication systems equipment; **;**
- (7) Fire & security equipment; **;**
- (8) Heating, ventilating, air-conditioning and lighting equipment; **and**
- (9) Control and Protection (as described in Section 3, below).

(b) System Upgrade Facilities to be Constructed by the Transmission Owner

- i. *Physical Interconnection of Interconnection Station:* On property acquired and permitted by the Developer, the Transmission Owner shall design and construct the 115 kV transmission line loop-in and out to physically interconnect the ~~Interconnection~~ **Fairfield** Station at the take-off structure to the Transmission Owner's existing 115 kV Valley-Inghams #3 line and associated ROW. The new lines will be designated # 12 Line, **Valley to Fairfield to Valley Station**, and the # 3 Line, Fairfield to Inghams Station.
- ii. *Valley Station:* The Transmission Owner will design and construct System Upgrade Facilities at Valley Station, including line Relay Protection Packages associated with the addition of the ~~Interconnection~~ **Fairfield** Station in the existing 115 kV Valley - Inghams #3 line.

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All modifications will adhere to NPCC Document A-5: Bulk Power System Protection Criteria. Control and protection additions/ replacements will include:

- (1) Protection packages for line to the Interconnection Station. Primary system will be a POTT communication scheme with a new multi-function line protection relay and new audio-tone communication system, including telephone circuit. Alternate system will be a DCUB communication scheme with existing multi-function line protection relay and a new power line carrier system
 - (2) Breaker failure protection (primary and alternate) relays and DTT transmit/receive capability to the Interconnection Station for local breakers RX30 and R120 to/from remote breakers via carrier and audio-tone, including telephone circuit, DTT receive relays carrier transmit/receive system, and audio-tone transmit/receive system. Test, calibration and commissioning of ~~all new equipments.~~ **equipment.** Retire existing Line 3 protection relaying.
 - (3) Install new cabinets to accommodate the above listed items, as necessary. Install cable tray and control cables to interface with new cabinets.
 - (4) Remote Terminal Unit phone circuit upgrades with frame relay circuits and fiber optic wire to be determined.
 - (5) Annunciator to be installed with the new relay cabinets.
- iii. *Inghams Station:* The Transmission Owner will design and construct System Upgrade Facilities at Inghams Station, including line Relay Protection Packages associated with the addition of the Interconnection Station in the existing 115 kV Valley - Inghams #3 line.

The following required detail modifications are associated with the #3 Valley-Inghams Line and the changes as a result of the #3 Line being split to accommodate the ~~Interconnection~~ **Fairfield** Station. All modifications will adhere to NPCC Document A-5: Bulk Power System Protection Criteria.

- (1) A new POTT relaying system is recommended using the existing OPTIMHO relay to provide required primary pilot protection for the new line section. The communication medium will be either a leased telephone line, if available, or, if the leased telephone line is not available, another new power line carrier channel.

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- (2) (2) The existing secondary relaying scheme of MDAR relay and the Blocking Carrier set (92.6 kHz) will remain.
- (3) New Power Line Carrier (PLC) frequencies will be added to accommodate additional PLC frequencies requirement.
- (4) Additional voice graded telephone circuits will be required if Audio tone based POTT scheme is selected.
- (5) DTT Transmit scheme and DTT Receive scheme with L/O relays will be added.
- (6) Existing No-Flow Scheme shall be studied by Planning Department with new recommendation(s) for the addition of the Interconnection Station.

3. Controls and Protection: to be provided by Developer, as part of the Stand Alone System Upgrade Facilities.

- (a) Protection Packages for all three 115 kV transmission lines as follows:
 - i. Line to Valley. Primary system will be a Permissive Over-Reaching Transfer Trip (“POTT”) communication scheme with multi-function line protection relay and audio-tone communication system, including telephone circuit. Alternate system will be a directional comparison un-blocking (“DCUB”) communication system with multi-function line protection relay and power line carrier system.
 - ii. Line to Inghams. Primary system will be a POTT communication scheme with a multi-function line protection relay and audio-tone communication system, including telephone circuit. Alternate system will be a directional comparison blocking (DCB) communication scheme with multi-function line protection relay and power line carrier system.
 - iii. Line to ~~Collection Station~~ Hardscrabble Substation. Primary system will be a line current differential relay with fiber-optic communications between the stations. Alternate system will be a communications scheme that utilizes POTT with a multi-function line protection relay.
- (b) Breaker failure protection (primary and alternate) relays and Direct Transfer Trip (“DTT”) transmit/receive capability to/from Valley & Inghams Station’s remote breakers via carrier and audio-tone, including telephone circuit, DTT receive relays, carrier transmit/receive system, and audio-tone transmit/receive system.

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- (c) Breaker failure protection (primary and alternate) relays and DTT transmit capability to/from Collection Station's remote breakers via ~~fiber-optic communications~~ **copper cable installed** between the stations.
- (d) Cabinets to accommodate the above listed items, as necessary.
- (e) **Fairfield** EMS/RTU with ~~telephone~~ **telco provided data** circuit to Central Regional Control in ~~North Syracuse~~ **Liverpool**, NY.
- (f) Communications between Hardscrabble RTU and Fairfield RTU via developer owned fiber optic cable.**
- (g)** ~~(f)~~-Digital Fault Recorder.
- (h)** ~~(g)~~-Annunciator for local status/alarm indication.

4. Cost Estimates

Cost Estimates from Class Year Facilities Study for the Transmission Owner's Attachment Facilities and System Upgrade Facilities.

- (a) **Transmission Owner's Attachment Facilities:** The estimated cost is \$295,750.
- (b) **System Upgrade Facilities:** The estimated cost is \$5,695,004.

5. O&M Expenses

In accordance with Article 10.5 of this LGIA, the Developer shall be responsible for all reasonable expenses ("O&M Expenses") associated with the operation, maintenance, repair and replacement of the Transmission Owner's Attachment Facilities.

The Developer shall have the option to pay such O&M Expenses either under the procedure described in Option 1 or in Option 2 below.

(a) Option 1: Fixed On-Going Charge Payment:

The Transmission Owner will invoice and Developer shall pay an annual payment to the Transmission Owner equal to the product of the Gross Plant Investment associated with the Transmission Owner's Attachment Facilities and the Annual Transmission Ongoing Charge Factor, for the term of this Interconnection Agreement.

All payments due to be made by the Developer shall be made within thirty (30) days after receiving an invoice from the Transmission Owner.

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Figure 1

Issued by: ~~Elaine D. Robinson, Dir. Reg. Affairs~~
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Milestones

1. Selected Option pursuant to Article 5.1

Under Article 5.1 of this LGIA, Developer and Transmission Owner have selected the Option to Build, except for Transmission Owner’s activities described in Sections 1(b)(ii) and 2(b) of Appendix A which shall be performed in accordance with the Standard Option. Further, the Parties have agreed to the division of responsibilities and scope as detailed in Appendix A, Sections 1 and 2.

(a)-(a) Developer and Transmission Owner Milestones

Milestones

- **Original Interconnection Agreement executed 6/2008**
- Developer begins detailed engineering for ~~Interconnection~~**Fairfield** Station 8/1/2008**12/2/2009**
- Transmission Owner begins detailed engineering/procurement for transmission tap 9/1/2008**4/2010**
- Attachment Facilities Security due to Transmission Owner 4/1/2009**3/17/2010**
- Developer begins construction of the POI station **5/1/20092010**
- **Developer completes construction of POI station 11/12/2010**
- **Transmission Owner takes operational control of Fairfield Station 11/29/2010**
- Transmission Owner starts testing/commissioning of the POI station 7/15/2009**11/30/2010**
- ~~Developer completes construction of POI station 8/15/2009~~
- Transmission Owner completes testing/commissioning 9/1/2009**12/2/2010**
- Initial Energization of Interconnection Station 9/1/2009**12/3/2010**
- ~~In-Service Date (date of initial energization of DAF) 9/10/2009~~
- Transmission Owner takes ownership and operational control of ~~Interconnection~~**of Fairfield** Station, and if applicable, Developer posts any tax security pursuant to Section 5.17.3 11/31/2009**12/6/2010**
- **In-Service Date (date of initial Energization of DAF) 12/7/2010**
- Commercial Operation Date **12/31/20092011**

2.

2. Security

In accordance with Section 11.5, Developer will provide security to Transmission Owner in an amount equal to the estimate for the work to be performed by the Transmission Owner on the Attachment Facilities including engineering review, field inspection and testing, and start-up costs to be billed to the Developer for the Transmission Owner’s Attachment Facilities construction, and excluding the estimated cost of the work to be performed by the Developer on the Attachment Facilities. This security is estimated at \$275,000.

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The parties agree that the Developer will provide security to Transmission Owner for the System Upgrade Facilities in the amount of \$1,900,000 on or around the date of execution of this Interconnection Agreement. This security is being provided because the ring bus which was classified as an Attachment Facility in the Class Year 2006 Interconnection Facilities Study is now classified as a System Upgrade Facility.

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APPENDIX C
Interconnection Details

1.1. Description of Large Generating Facility including Point of Interconnection

The Large Generating Facility is a ~~120~~**74** MW wind power facility that will employ ~~eighty GE 1.5~~**thirty-seven Gamesa 2** MW wind-turbine induction generators. Each of the ~~eighty~~**thirty-seven** units has a reactive power capability corresponding to a power factor range of 0.95 lagging to ~~0.90~~**0.95** leading (at the generator terminals) giving a gross plant reactive capability of ~~+39~~**24** MVAR to ~~-58.5~~**24** MVAR (sum of unit capabilities).

Each generator operates at 0.69 kV and is connected to a generator step-up transformer (GSU) to increase voltage to the 34.5 kV collection system voltage. Each GSU is a three-phase grounded-wye / delta transformer rated 0.690/34.5 kV, 2350 kVA. Each GSU is connected to a collection system that has a total of three (3) 34.5 kV collector circuits. Two collector circuits each have twelve (12) wind turbines connected, while the third collector circuit has thirteen (13) wind turbines connected.

The Large Generating Facility will interconnect to Transmission Owner's Valley-Inghams #3 115 kV transmission line. The Point of Interconnection will be approximately ~~6.8~~**5.38** miles from the Valley Station and ~~5.4~~**7.01** miles from the Inghams Station. The Large Generating Facility will be located in the Towns of Fairfield, Norway and Little Falls in Herkimer County, New York. The Point of Interconnection is identified on Figure 1, in Appendix A.

2.2. Developer Operating Requirements

- (a) Developer must comply with all applicable NYISO tariffs and procedures, as amended from time to time.
- (b) Developer must comply with Transmission Owner's operating instructions and requirements as referenced in Article 9.3 of this Agreement, which requirements shall include the dedicated data circuits, including system protection circuits, to be maintained by Developer in accordance with Article 8.1 of this Agreement.
- (c) The Post-transition Period LVRT standard, as set forth in Appendix G, paragraph A.i to this Agreement, is applicable to Developer's Large Generating Facility. For purposes of compliance with Appendix G, Transmission Owner has determined that Developer shall maintain the Large Generating Facility in service during a three-phase fault for nine cycles.

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Service Agreement No. 1325 **APPENDIX F**

Addresses for Delivery of Notices and Billings

1.1. Notices:

~~(a)~~ **(a) NYISO:**

(i) Before commercial operation of the Large Generating Facility:

New York Independent System Operator, Inc.

~~Attention: Director of~~ **Attn: Vice President,** System and Resource
Planning
10 Krey Boulevard
Rensselaer, NY 12144
Phone: (518) 356-6000
Fax: (518) 356-6118

(ii) After commercial operation of the Large Generating Facility

New York Independent System Operator, Inc.

Attn: Vice President, Operations
3890 Carman Road
Schenectady, NY 12303
Phone: (518) 356-6000
Fax: (518) 356-6118

~~(b)~~ **(b) Transmission Owner:**

Niagara Mohawk Power Corporation d/b/a National Grid

Attn : ~~Sue Hodgson~~ **William Malee**
Manager, Transmission Commercial Services
300 Erie Boulevard W.
Syracuse, NY 13202
Phone: ~~(315-)~~428-5048
Fax: ~~(315-)~~428-5114

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~~(e)-(c)~~ Developer:

Atlantic Wind LLC
c/o PPM Energy **Iberdrola Renewables, Inc**

Attn: Asset Manager, Hardscrabble Wind Project
1125 NW Couch Street, Suite 700
Portland, OR 97209

and

Atlantic Wind LLC
c/o PPM Energy **Iberdrola Renewables, Inc**

Attn: Contract Administrator
1125 NW Couch Street, Suite 700
Portland, OR 97209
Phone: (503-)796-7000
Fax: (503-)796-6937

2.2. Billings and Payments:

~~(a)-(a)~~ Transmission Owner:

Niagara Mohawk Power Corporation d/b/a National Grid

Attn: Douglas Fuess, Transmission Account Manager
300 Erie Boulevard W.
Syracuse, NY 13202

~~(b)-(b)~~ Developer:

Atlantic Wind LLC
c/o Iberdrola Renewables, Inc

c/o PPM Energy

Attn: Asset Manager, Hardscrabble Wind Project
1125 NW Couch Street, Suite 700
Portland, OR 97209

and

Atlantic Wind LLC

c/o PPM Energy **Iberdrola Renewables, Inc**

Attn: Contract Administrator
1125 NW Couch Street, Suite 700
Portland, OR 97209
Phone: (503-)796-7000
Fax: (503-)796-6937

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3.3. Alternative Forms of Delivery of Notices (telephone, facsimile or email):

~~(a)~~ **(a)** NYISO:

(i) Before commercial operation of the Large Generating Facility:

New York Independent System Operator, Inc. ~~Attention: Director of~~
Attn: Vice President, System and Resource Planning
10 Krey Boulevard
Rensselaer, NY 12144
Phone: (518) 356-6000
Fax: (518) 356-6118

(ii) After commercial operation of the Large Generating Facility

New York Independent System Operator, Inc.
Attn: Vice President, Operations
3890 Carman Road
Schenectady, NY 12303
Phone: (518) 356-6000
Fax: (518) 356-6118

~~(b)~~ **(b)** Transmission Owner:

Niagara Mohawk Power Corporation d/b/a National Grid

Attn: Manager, Transmission Commercial Services
300 Erie Boulevard W.
Syracuse, NY 13202
Phone: ~~(315-428-5048)~~ **428-5048**
Fax: (315)428-5114

Fax: 315-428-5114

~~(e)-(c) Developer:~~

Atlantic Wind LLC
c/o Iberdrola Renewables, Inc

~~e/o PPM Energy~~

Attn: Asset Manager, Hardscrabble Wind Project
1125 NW Couch Street, Suite 700
Portland, OR 97209

and

Atlantic Wind LLC
c/o ~~PPM Energy~~ **Iberdrola Renewables, Inc**

Attn: Contract Administrator
1125 NW Couch Street, Suite 700
Portland, OR 97209
Phone: ~~(503-)796-7000~~
Fax: ~~(503-)796-6937~~