

Optional Language for a Master Agreement that is entered into by an agent (such as a service company affiliate) on behalf of a party (such as a utility operating company)

The language set forth below may be appropriate for inclusion under the "Other Changes" section of the Cover Sheet if the Master Agreement or Transaction Confirmations are contemplated to be signed by an Agent on behalf of a party. For drafting convenience, the Master Agreement is amended by this language to identify the party utilizing the Agent as Party B.

Other Changes

Section 10.2 shall be amended by designating the original text thereof as paragraph (a), and by adding a new paragraph (b), reading in its entirety as follows:

- (b) On the Effective Date and the date of entering into each Transaction, Party B represents and warrants to Party A that:
- (i) the execution, delivery, and performance of this Master Agreement and all Confirmations by [insert name of agent] (the "Agent") is within the scope of the power and authority of the Agent to act for and bind Party B pursuant to that certain [insert name of the agency agreement] dated [insert date of agency agreement] the ("Agency Agreement");
 - (ii) the Agency Agreement has been duly authorized, executed and delivered by the Agent and Party B, is in full force and effect, and constitutes the legal, valid and binding obligations of each of Party B and the Agent;
 - (iii) the Agent is duly organized, validly existing, and in good standing under the applicable laws of the jurisdiction of its formation; and
 - (iv) Party B will be fully bound to perform the obligations incurred under this Master Agreement on its behalf by the Agent.

MARKET PARTICIPANTS CONSIDERING USE OF THIS OR ANY SIMILAR PROVISION ARE ENCOURAGED TO CONSULT THEIR OWN LEGAL COUNSEL TO ENSURE THAT THEIR COMMERCIAL OBJECTIVES WILL BE ACHIEVED AND THEIR LEGAL RIGHTS AND INTERESTS ADEQUATELY PROTECTED.

The Cover Sheet should be completed in the name of Party B, with the signature block modified as follows:

Party B Name

By: [Name of Agent], as agent for [Party B]

By: _____

Name: _____

Title: _____

In addition, the following acknowledgement should be added below the Party B signature block on the Cover Sheet:

[Party B] hereby acknowledges and confirms (a) that Agent (as herein defined) is its duly authorized agent for all purposes of this Master Agreement and (b) its representations and warranties contained in Section 10.2(b).

Party B Name

By: _____

Name: _____

Title: _____

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