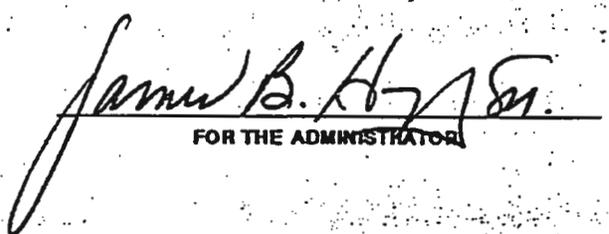


U.S. DEPARTMENT OF AGRICULTURE  
RURAL ELECTRIFICATION ADMINISTRATION

REA BORROWER DESIGNATION: Kentucky 62 Big Rivers

THE WITHIN Cross-Grant of Rights of Access and of Easements dated July 20, 1993,  
among the City of Henderson, City of Henderson Utility Commission and Big Rivers  
Electric Corporation

SUBMITTED BY THE ABOVE DESIGNATED BORROWER PURSUANT TO THE  
TERMS OF THE LOAN CONTRACT, IS HEREBY APPROVED SOLELY FOR THE  
PURPOSES OF SUCH CONTRACT.

  
FOR THE ADMINISTRATOR

DATED

9/7/93

## CROSS-GRANTS OF RIGHTS OF ACCESS AND OF EASEMENTS

This mutual and cross-grant of Rights of Access and of Easements entered into as of July 20, 1993 by and between City of Henderson, Kentucky, a municipal corporation and City of the third class organized under the laws of Kentucky, of 222 First Street, Henderson, Kentucky 42420, City of Henderson Utility Commission, a public body politic and corporate organized under Kentucky Revised Statutes 96.520, and related statutes, of 100 Fifth Street, Henderson, Kentucky 42420, the said City and Commission being referred to herein collectively as "City", as Grantor and Grantee herein, and Big Rivers Electric Corporation, a rural electric cooperative corporation organized under Chapter 279 of the Kentucky Revised Statutes, P.O. Box 24, 201 Third Street, Henderson, Kentucky 42420, known herein as "Big Rivers", Grantor and Grantee herein.

WITNESSETH:

For and in consideration of the covenants and grants herein by City and Big Rivers, the parties hereto agree, covenant, and grant as follows:

1. City owns and Big Rivers operates City's electric generating station known as Henderson Municipal Power & Light Station Two ("Station Two") under agreements and contracts collectively referred to herein as the "Contracts", which are more particularly identified and described in certain Amendments between City and Big Rivers known as the "May 1, 1993 Amendments".

2. Station Two is interconnected with City's remaining electric generating and transmission system, and with Big Rivers

electric generating and transmission system. City's Station Two, and Big Rivers' generating stations Reid and Green are located on the site as shown on Exhibit 1 hereto, and Big Rivers operates all three stations. Certain facilities used and useful in the maintenance, operation and control of one or more of the three stations, and of the respective electric systems of City and Big Rivers, are owned by City, and located on lands and/or in buildings owned by Big Rivers and certain of such facilities are owned by Big Rivers and located on lands and/or in buildings owned by City. Pursuant to the Contracts, and the May 1, 1993 Amendments, City is constructing SO<sub>2</sub> scrubbers on Station Two which will utilize certain SO<sub>2</sub> scrubber facilities of Big Rivers' Green Station.

3. Section 7.1 of the Joint Facilities Agreement between City and Big Rivers, one of the Contracts, provides that "[...each party hereby grants to the other the free and uninterrupted access to, and right of ingress and egress to and from such Joint Use Facilities and any portions thereof as may be necessary or convenient so as to provide for the continuous operation and maintenance thereof"]. In order to implement, identify, expand, and place of record in the office of the Clerk of County of Henderson, Kentucky rights of access, location and use, and easements of ingress and egress to each party hereto owning facilities located, or to be located, on lands and/or in buildings of the other, each party hereto, as Grantor, grants to the other party hereto as Grantee, temporary rights of access, easements of location and use, and easements of ingress and egress, (collectively, Rights and Easements), to any facilities owned by

such Grantee as may be located on lands of the Grantor, or in buildings owned by the Grantor as more particularly described in Exhibits 1 and 2 hereto, or as may be subsequently installed therein or thereon pursuant to the Contracts.

4. The Rights and Easements herein granted shall be temporary and shall continue in full force and effect as to each facility affected thereby for so long only as either City or Big Rivers shall continue to operate or maintain, or cause to be operated or maintained, a generating station which is served by such facility, and will not be terminated by reason of the termination of any other agreement or contract between the parties.

5. The temporary Rights and Easements herein granted apply to the lands and buildings and the facilities of the respective parties hereto as shown in Exhibits 1 and 2. The Rights and Easements herein granted shall permit the owner thereof to inspect, test, maintain, operate, repair, renew, make necessary and incidental improvements, and replace such owners' facilities located on the lands or in the buildings of the other party hereto, as shown in Exhibits 1 and 2, and any facilities added thereto pursuant to the Contracts, and to enter upon the property of the other party hereto from time to time whenever reasonably necessary to effectuate the above purposes.

The lands and buildings to which the Rights and Easements are granted herein are located, or to be located, in Henderson County, Kentucky on the West bank of Green River, between Green River and Kentucky Highway 2096, approximately twelve miles South of Henderson, Kentucky, at the intersection of Kentucky Highway 2096

and 2097, as shown on Exhibits 1, 2 and 3 hereto.

6. Pursuant to KRS 142.050, the parties hereto declare that the fair market value of the Rights and Easements herein granted by Big Rivers to City is \$10,000.00. The transfer of such Rights and Easements from City to Big Rivers is exempt from taxation by KRS 142.050(7)(a). The Rights and Easements herein granted are less than a life estate in the lands affected thereby and sources of title to such lands are not required by KRS 381.110.

7. This instrument shall be effective upon its approval by the Rural Electrification Administration of the United States, (REA), and upon the execution and recording in the Henderson County, Kentucky Clerk's office of agreements by the REA and by Chemical Bank, a successor to Manufacturer's Hanover Trust Company and by The Bank of New York, as successor to Irving Trust Company subordinating their liens under the Restated Mortgage and Security Agreement as of March 30, 1988 of record in Mortgage Book 342, Page 579 of said Clerk's office, and amendments and supplements thereto, to the Rights and Easements herein granted by Big Rivers to City and no further.

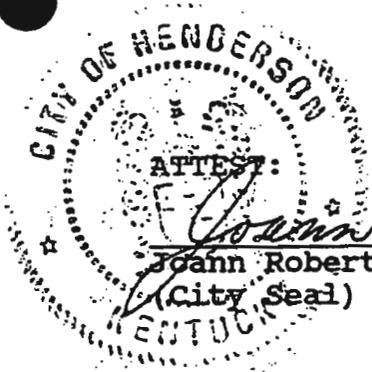
8. This instrument, including the Rights and Easements herein granted and received, shall extend to, inure to the benefit of, and bind the parties hereto, and their respective successors, assigns, and transferees of any undivided ownership interest in any of the joint use facilities (as such term is described in the May 1, 1993, Amendments).

IN TESTIMONY WHEREOF, the parties hereto have executed this instrument in multiple copies as of the date first herein written.

This 23<sup>rd</sup> day of August, 1993.

CITY OF HENDERSON, KENTUCKY

By William L. Newman  
William L. Newman, Mayor



ATTEST:

Joann Roberts  
Joann Roberts, City Clerk  
(City Seal)

CITY OF HENDERSON UTILITY COMMISSION

By B.E. Higginson  
B.E. Higginson, Chairman

ATTEST:

Dudley H. Everson  
Dudley H. Everson, Secretary

BIG RIVERS ELECTRIC CORPORATION

By Morton Henshaw  
Morton Henshaw, President

ATTEST:

William B. Briscoe  
William Briscoe, Secretary

COUNTY OF HENDERSON  
COMMONWEALTH OF KENTUCKY

The foregoing instrument was signed and acknowledged before me by William Newman, Mayor, and attested by Joann Roberts, City Clerk as the act and deed of the City of Henderson, Kentucky and as their individual acts and deeds in Henderson County, Kentucky on this 23<sup>rd</sup> day of August, 1993.

IN TESTIMONY WHEREOF, I have placed my hand and seal on this 23<sup>rd</sup> day of August, 1993.

Carolyn Williams  
Notary Public  
State at Large



My Commission Expires:

August 30, 1997

COUNTY OF HENDERSON  
COMMONWEALTH OF KENTUCKY

The foregoing instrument was signed and acknowledged before me by B.E. Higginson, Chairman of the City of Henderson Utility Commission, and attested by Dudley H. Everson, Secretary as the act and deed of the City of Henderson Utility Commission, Kentucky and as their individual acts and deeds in Henderson County, Kentucky on this 23rd day of August, 1993.

IN TESTIMONY WHEREOF, I have placed my hand and seal on this 23rd day of August, 1993.

Mary Sue Barron  
Notary Public  
State at Large



COUNTY OF HENDERSON  
COMMONWEALTH OF KENTUCKY

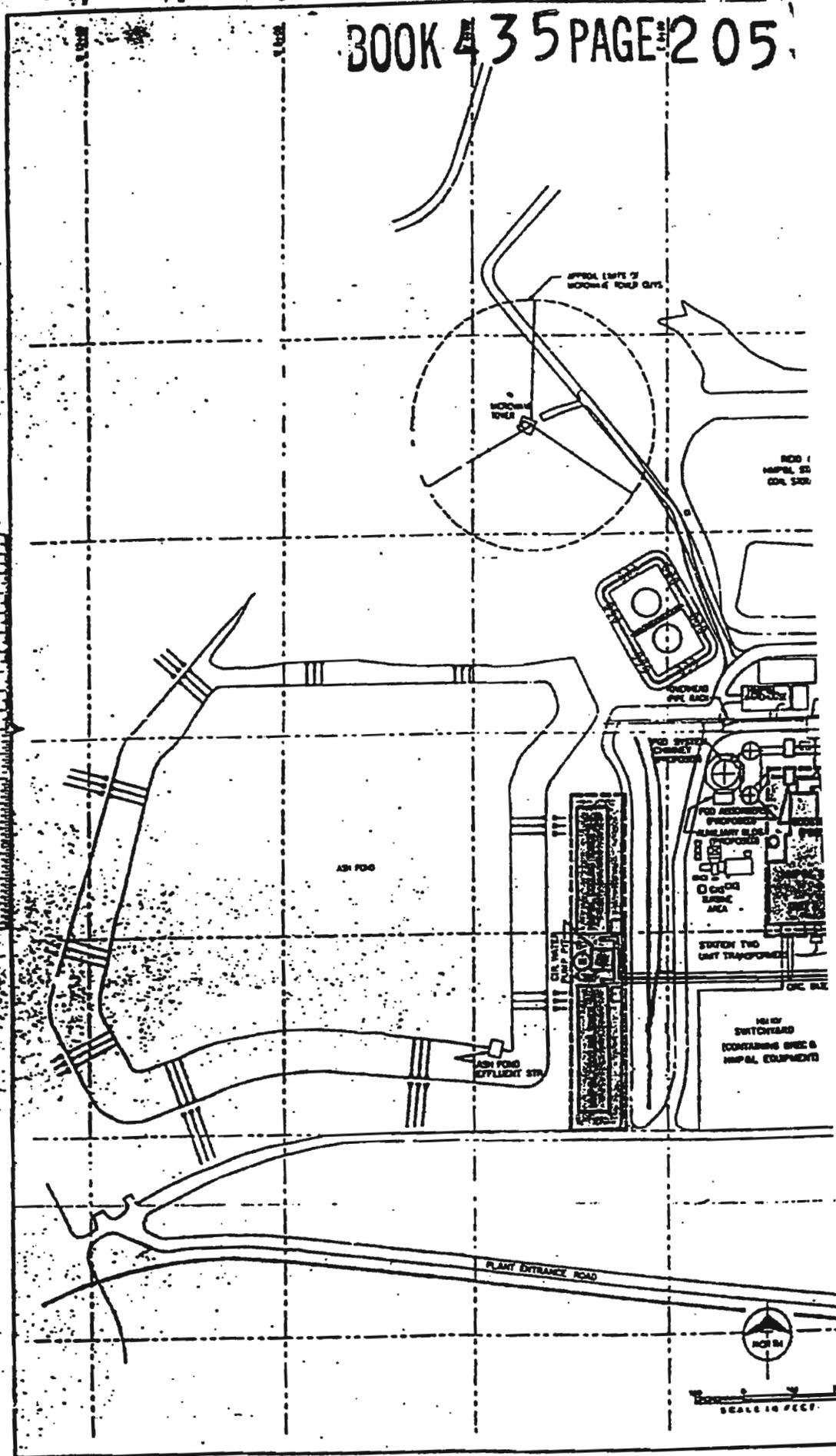
The foregoing instrument was signed and acknowledged before me by Morton Henshaw, President of Big Rivers Electric Corporation, and attested by William Briscoe, Secretary as the act and deed of the Big Rivers Electric Corporation, Henderson, Kentucky and as their individual acts and deeds in Henderson County, Kentucky on this 13th day of August, 1993.

IN TESTIMONY WHEREOF, I have placed my hand and seal on this 13th day of August, 1993.

Paula Mitchell  
Notary Public  
State at Large



THIS INSTRUMENT PREPARED BY  
Morton Holbrook  
Morton Holbrook  
HOLBROOK, WIBLE, SULLIVAN & MOUNTJOY, PSC  
100 St. Ann Bldg., P.O. Box 727  
Owensboro, KY 42302-0727  
Phone: (502) 926-4000



**Part A: Existing Joint Use Facilities Provided by and Owned by the City But Located on Big Rivers' Property**

1. Barge Mooring Cells Nos. 1N, 2N, 3N, 4N, 1S, 2S, 3S and 4S as shown on Burns & Roe Drawing No. 04-3280-S3200
2. One Coal Barge Unloader, McDowell Wellman, 1000 net ton/hr capacity
3. Eight Coal Conveyors 1, 2, 3A, 3B, 4A, 4B, 5B and 6B, as shown on attached Exhibit 1
4. One Reclaim Hopper which feeds coal conveyors 4A and 4B
5. One Crusher House fed by Conveyor No. 1
6. One Tugboat - The "William Newman" 37 feet long, 21.27 gross tons, 14.0 net tons, coastguard capacity 350 HP
7. One Water Treatment Plant with Demineralizer Building and associated equipment
8. One 50,000 Gallon Capacity Fuel Oil Storage Tank & Distribution System
9. One Flyash Silo, Sump & System Components
10. One Prefab Metal Warehouse adjacent to Fly Ash Silo
11. Coal Handling Equipment as Listed in Continuous Property Records
12. One Lot of Materials & Spare Parts in Big Rivers Warehouse No. 15 as defined by inventory control records
13. One Ash Pond and Effluent Lines
14. Circulating Water Lines as shown on attached Exhibit 1
15. Station Two Ash Pond Dredgings in Green Station Sludge Disposal Landfill adjacent to Green River south of Green Station
16. Four 161KV Oil Circuit Breakers, General Electric, S/N 0139A7206208, 0139A7206209, 0139A7206212, 0139A7206213, located in Plant Switchyard.
17. Two Step-up Transformers, McGraw Edison, S/N C-04280-5-1, C-04280-5-2, located in Plant Switchyard.
18. Two Auxiliary Transformers, Westinghouse, S/N RCP 37261, RCP

37262, located in Plant Switchyard.

19. One Excitation Transformer, General Electric, S/N D-597562, located in Plant Switchyard.
20. One Lot of Line Terminal Structures, Bus, Relay Panels, etc., located in Plant Switchyard as shown on attached Exhibit 1
21. Unit heaters and air conditioner units for the substation control building.
22. Outdoor substation lighting and control building lighting.
23. Prefabricated metal control building, with reinforced concrete foundation.

**Part B: Proposed Joint Use Facilities to Be Owned by City of Henderson To Be Located on Big Rivers Property**

1. Two Lime Slaking Water Pumps and Lines to Slaking Building
2. Two Pug Mill Mixers (Listed Manufacturer and Serial Nos. when known)
3. One Vacuum Filter and Associated Equipment Including Building Expansion as shown on attached Exhibit 1
4. Two New Thickener Underflow Lines and Two Flow Monitors
5. Two Control Systems on Big Rivers' Green Station Thickener Return Water Tanks

**Part C: Other Facilities Owned by the City of Henderson Utility Commission But Not Classified as Joint Use Facilities, a portion or all of which is located on Big Rivers' property**

1. 161KV Line from Reid EHV Substation to City Substation No. 4.
2. One Line Terminal Bay and Associated Equipment in Reid EHV Substation for City 161KV Line to City Substation No. 4
3. Fifty Percent (50%) Ownership of 161/69 KV Transformer G1, (Westinghouse, S/N RLP 15941) at Henderson County Substation, and related substation facilities
4. Ten percent (10%) Ownership of Big Rivers 161KV Line from Station Two Switchyard to Henderson County Substation.
5. Forty Percent (40%) Ownership of Spare Step Up Transformer (General Electric S/N K 547026) & Railcar (No. BREX 242).

6. One 69KV Transmission Line from plant switchyard to City Substation No. 2

**Part D: Station Two FGD Facilities To Be Owned by City of Henderson on Big Rivers Property**

1. FGD System Chimney, 350' Tall
2. Two Wheelabrator Absorber Modules, Building & Associated Equipment
3. Two Booster Fans
4. Auxiliary Building as shown on attached Exhibit 1 containing Controls and Electrical Equipment, Maintenance, Locker and Shower Facilities
5. One Station Two Slaker Building Enclosing Three Slaking Tanks & Equipment
6. One Station Two Additive Hold Tank
7. Two Lime Feed Conveyors from Big Rivers' Green Station Lime Storage Silos 2C1 & 2C2
8. Two Additive Feed Systems; Station Two Scrubber System Includes Pipe & Pipe Rack
9. Two Bleed Slurry Systems to Big Rivers' Green Station Primary Dewatering System Including Pipe, Pipe Rack & Splitter Boxes
10. Two New Thickener Return Water Tanks & Controls