

AMENDMENT TO AGREEMENT

This AMENDMENT is entered into the ____ day of _____, 2000, by and between the City of Henderson, acting by and through its Municipal Water & Sewer Commission, 111 Fifth Street, Henderson, Kentucky 42420, the City of Henderson, 222 First Street, Henderson, Kentucky 42420, and Western Kentucky Energy Corp., P.O. Box 1518, 145 N. Main Street, Henderson, Kentucky 42419-1518.

1.0. Modifications To Agreement

The Agreement heretofore entered into by the parties, dated March 14, 1995 (hereinafter "Agreement") with Western Kentucky Energy Corp. ("WKE") having subsequently succeeded to the rights and responsibilities of Big Rivers under the agreement), is hereby amended as follows:

1.1. Paragraph 1.A. is hereby revised to read as follows:

WKE shall make available to the Commission at the point where the Commission's raw water supply line ties into the WKE Reid Unit 84 " circulating water (cw) inlet line, up to ten million gallons per day of raw water.

1.2. Paragraph 2.A. is hereby revised to read as follows:

WKE agrees to accept from the Commission at the point where the Commission's waste water treatment plant effluent line ties into the WKE Reid Unit 84" cw discharge line, up to ten million gallons per day of effluent from the Commission's waste water treatment plant ("effluent").

However, WKE reserves the right to limit its acceptance of effluent to five million gallons per day in the event that discharge of the Commission's effluent in excess of five million gallons per day results in noncompliance with the requirements of WKE's discharge permit on three

occasions (with each day constituting a separate occasion) within any rolling six month period. If acceptance of effluent has been limited because of non-compliance related to the Commission's discharge of greater than five million gallons per day and the Commission demonstrates to the satisfaction of WKE that it has made improvements that will likely result in WKE's compliance with its discharge permit, WKE shall allow the Commission to resume the discharge of up to ten million gallons per day. In any event, if WKE is subject to a notice of violation or other enforcement action due to noncompliance resulting from acceptance of the Commission's effluent in excess of five million gallons per day, the Commission shall take any and all measures necessary to ensure WKE's compliance with any administrative or judicial order or other regulatory directive.

1.3. Paragraph 2 is hereby revised to add a new paragraph 2.F. which shall read as follows:

The Commission shall immediately notify WKE of any upset or other condition in its wastewater treatment plant which may result in effluent which fails to comply with the provisions of WKE's discharge permit. In the event of such upset or other condition, the Commission shall exercise its best efforts to correct or terminate the condition as soon as possible.

1.4. Paragraph 4 is hereby revised to add a new paragraph 4.H which shall read as follows:

The Commission shall be solely responsible, without any cost to WKE, for maintenance of the raw water supply line ~~to the point at which WKE's meter is located.~~ WKE shall be responsible for maintenance of the pump station and force main delivering wastewater to the Commission's wastewater treatment plant.

Check on the meter

1.5 Paragraph 5.A is hereby revised to read as follows:

The Commission shall provide potable water service to the WKE Reid/Green/HMP&L complex free of charge during the term of this agreement during any calendar month when the metered usage averages 50,000 GPD or less. Any water metered during any calendar month in excess of the 50,000 GPD average shall be billed at the rate in effect for commercial customers served by the South Water Treatment Facility. Potable water service during any calendar month above 20,000 GPD is subject to availability until the South Water Treatment Facility is expanded to a capacity above the current 4 million gallons per day.

1.6 Paragraph 5.B is hereby revised to read as follows:

The Commission shall provide wastewater service to the WKE Reid/Green/HMP&L complex free of charge during the term of this agreement during any calendar month when the usage averages 20,000 GPD or less. Any wastewater discharged during any calendar month in excess of the 20,000 GPD average shall be billed at the rate in effect for commercial customers served by the South Wastewater Treatment Facility.

1.7 Paragraph 6 is hereby revised to add the following language:

Notwithstanding the foregoing, the Commission shall not be charged for incremental operational costs when the Commission's pumping needs can be met through the use of one (1) cw pump and the Reid plant is operating and supplying all power necessary for such pump. However, if the Reid plant is not operating and supplying all power necessary for the pump, the formula defined in the original agreement shall be used for determining charges for incremental pumping

costs. If a second pump is necessary to supply the pumping needs of the Commission, the Commission shall be subject to an hourly charge adjusted annually using the following formulae based on the previous year's unit production cost:

Power consumption for the additional cw pump is calculated as follows:

$$\frac{(1.73 - \text{three phase conversion factor}) \times (198.3 \text{ A} - \text{Pump Motor Amperage}) \times (4160 \text{ V} - \text{Motor Voltage}) \times (0.8 \text{ power factor})}{1000 \text{ watts} / \text{kWh}}$$

$$= 1141.7 \text{ kWh} / \text{h}$$

Using the 1999 production cost of \$0.0181 per kilowatt, the WKE annually adjusted hourly pumping costs would therefore be calculated as follows for the year 2000:

$$1141.7 \text{ kWh} / \text{hr} \times \$ 0.0181 / \text{kWh} = \$ 20.77 / \text{hour}$$

1.8 Paragraph 16 is hereby revised to add the following language:

In the event that the Commission's water supply is interrupted by equipment failure or other unplanned event and such interruption may be remedied by undertaking temporary emergency measures at the Reid/Green generating station, WKE grants the Commission the right of access to the Reid/Green generating station for the purpose of undertaking such temporary emergency measures, including but not limited to the installation of pipe taps or other work at the water intake. Notwithstanding the foregoing, in no event shall the Commission undertake any activity which interrupts or interferes with WKE's facilities or operations at the Reid/Green generating station as determined in the sole judgement of WKE. The Commission shall submit a written description of the proposed temporary emergency measures and shall obtain WKE's written approval prior to undertaking such measures. All temporary emergency measures at the Reid/Green generating station shall be completed within seven (7) days unless WKE provides

written approval of a longer period. Any temporary emergency measures shall be conducted at the sole cost of the Commission and without cost to WKE.

2.0 Status of Agreement

As amended herein, the Agreement is hereby ratified and confirmed and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment on the day and year below written, but effective as of the day and year first set forth above.

WESTERN KENTUCKY ENERGY CORP.

By: Robert F. Toume

Title: CONTRACT MANAGER

Date: 10/30/2000

CITY OF HENDERSON, WATER & SEWER COMMISSION

By: Thomas M. Henderson

Title: Chairman

Date: October 30, 2000

CITY OF HENDERSON, KENTUCKY

By: Joan Hoffman

Title: Mayor

Date: October 10, 2000

APPENDIX A:

NPDES DISCHARGE PERMIT

Note: This portion of the specifications (Appendix A) will be replaced with the actual permit parameters every time Big River's permit is renewed.

EFFLUENT LIMITATIONS AND MONITORING REQUIREMENTS

During the period beginning on the effective date of this permit and lasting through the term of this permit, the permittee is authorized to discharge from outfall(s) serial number(s): 001 - Unit R-1 once through cooling water and internal outfalls 002 004, 006, 007 and 009 discharged to the Green River.

Such discharges shall be limited and monitored by the permittee as specified below:

EFFLUENT CHARACTERISTICS	DISCHARGE LIMITATIONS					MONITORING REQUIREMENTS	
	kg/day(lbs/day)		Other Units(mg/l)			Measurement Frequency	Sample Type
	Monthly Avg.	Daily Max.	Monthly Avg.	Daily Max.	Instantaneous Maximum		
Flow, m ³ /day (MGD)	N/A	N/A	Report	Report	N/A	Continuous	Recorder
Discharge Temperature °C(°F)	N/A	N/A	Report 3/	Report 3/	N/A	1/Day	Logs
Free Available Chlorine	N/A	N/A	Report	0.2 mg/l	0.5 mg/l	1/Week	Multiple Grabs 1/
Total Residual Chlorine	N/A	N/A	0.019 mg/l	0.019 mg/l	N/A	1/Week	Multiple Grabs 1/
Time of Oxidant Addition (minutes/day/unit)	N/A	N/A	N/A	120	N/A	1/Day	Logs
Turbidity (mg/l as CaCO ₃)	N/A	N/A	Report	Report	N/A	1/Month	Grab
Oil and Grease	Report	Report	Report	Report	N/A	1/Month	Grab
Total Residual Oxidants 2/	N/A	N/A	Report	0.2 mg/l	N/A	1/Week	Multiple Grabs 1/
Ammonia, Total Recoverable	Report	Report	Report	Report	N/A	1/Month	Grab
Copper, Total Recoverable 4/	Report	Report	0.042 mg/l	0.042 mg/l	N/A	1/Month	Grab
Iron, Total Recoverable 4/	Report	Report	2.8 mg/l	4 mg/l	N/A	1/Month	Grab
Nickel, Total Recoverable	Report	Report	0.845 mg/l	3.079 mg/l	N/A	1/Month	Grab
Vanadium, Total Recoverable 4/	Report	Report	0.014 mg/l	0.02 mg/l	N/A	1/Month	Grab
Chromium, Total Recoverable	Report	Report	0.254 mg/l	0.254 mg/l	N/A	1/Month	Grab
Cadmium, Total Recoverable 4/	Report	Report	0.024 mg/l	0.262 mg/l	N/A	1/Month	Grab
Manganese, Total Recoverable	Report	Report	Report	Report	N/A	1/Month	Grab
Mercury, Total Recoverable	Report	Report	Report	Report	N/A	1/Month	Grab
Acute Toxicity Units 5/	N/A	N/A	Report	1 TU _n	N/A	5/	Grab

The pH of the effluent shall not be less than 6.0 standard units nor greater than 9.0 standard units and shall be monitored 1/week grab sample.

There shall be no discharge of floating solids or visible foam in other than trace amounts.

Neither free available chlorine (FAC), total residual chlorine (TRC) nor total residual oxidants (TRO) shall be discharged from any unit for more than two hours in any one day and not more than any one unit shall discharge FAC, TRC or TRO at any one time.

Records shall be adequate to document compliance with this requirement.

In the event that chlorine or another oxidant is not added to this wastestream, the permittee shall report no discharge on the Discharge Monitoring Report (DMR).

Samples taken in compliance with the monitoring requirements specified above shall be taken at the following location(s): nearest accessible point after final treatment, but prior to actual discharge or mixing with receiving water, except that FAC, TRO, and temperature shall be monitored at the outlet corresponding to an individual unit, and oxidant addition at the point of addition.

1/ Multiple grabs shall consist of grab samples collected at the appropriate beginning of FAC, TRC and TRO discharge and once every 15 minutes thereafter until the end of FAC, TRC or TRO discharge. For the purposes of this permit, the term "daily maximum" as it applies to FAC shall mean the average concentration during any individual chlorine discharge period.

2/ Total Residual Oxidants (TRO) means the value obtained using the amperometric titration method for total residual chlorine described in 40 CFR Part 136.

3/ See PART III-J.

4/ The permittee shall sample the plant intake (010) for Iron (TR), Copper (TR), Selenium (TR), and Lead (TR) concurrently with outfall 001 sampling. In the event that intake values for these two parameters meet or exceed the limits established for Iron (TR), Copper (TR), Selenium (TR), and/or Lead (TR) at outfall 001, the permittee shall not discharge levels at 001 greater than that measured at the plant intake. For purposes of reporting for outfall 001, the permittee shall utilize the following equation:

Metal (TR), DMR Value = Monthly Average or Daily Maximum Permit Limit + (001, Metal, mg/l - 010, Metal mg/l)
The permittee may report the actual measured result in lieu of the calculated result using this equation.
= Monthly Average or Daily Maximum Permit Limit if (001 - 010) is a negative value
= Actual measured result at 001 if less than Monthly Average or Daily Maximum Permit Limit

These equations are only applicable when intake values exceed the limit for that particular parameter. Results for outfall 010 shall be reported as measured.

5/ See PART III-K.

APPENDIX B:

SAFETY GUIDELINES

BIG RIVERS ELECTRIC CORPORATION

TO: All Contractors
FROM: Don Mann
DATE: December 1, 1993
SUBJECT: Safety Guidelines

1. These guidelines do not constitute any undertaking by Big Rivers to perform the contractor's job of protecting his employees and other personnel from job-related injuries. The contractor is and shall remain solely responsible for such protection.
2. These guidelines represent the minimum requirements and are intended to cover normal conditions. Each contractor is also responsible to ensure that his employees comply with Kentucky Occupational Safety and Health laws relating to equipment and operational practices.
3. The failure of a contractor or his employee to comply with these guidelines may constitute cause for corrective action ranging from notice to correct the unsafe condition or act, to removal of personnel from the plant premises. Big Rivers' supervisors and safety and training coordinators are empowered to take such corrective action.
4. Each contractor shall designate a safety contact who will be present at the site full time (such as a foreman). The safety contact will meet with the plant safety and training coordinator before work is started.
5. Each contractor will conduct a safety meeting before initial work begins and on the first working day of each week while on site. Each employee on the job is to sign an attendance sheet. The subjects discussed are to be listed. The document shall be provided to the safety and training coordinator following the meeting. In addition to this weekly meeting, specific task safety instructions shall be given as needed.
6. Regular work clothes are required. No one will be allowed to work shirtless or in shorts, cut-offs, or tank top shirts. Jewelry, long hair or beards, or loose fitting clothes which may contribute to an accident or health hazard may require action to eliminate the unsafe condition. Employees shall refrain from practical joking and horseplay at all times.

7. Personal Protective Equipment and Employee Protection Devices:
 - a. Wear an approved hard-hat except in office/breakroom areas and within an enclosed cab vehicle.
 - b. Wear appropriate eye and face protection for the task being performed. Examples: safety glasses, monogoggles, cutting and welding goggles and face shields.
 - c. Quality ear protection is required when performing tasks in identified excessive noise areas.
 - d. Contractors shall provide appropriate respiratory protection for their employees. The contractor shall ensure that employees adhere to KOSHA respiratory program requirements. Example: appropriate respirator, facial hair, and fit-testing.
 - e. Quality work shoes are required. Steel toed safety shoes meeting ANSI standards are recommended and may be required for specific jobs.
 - f. A safety belt or harness shall be used when working 10' or more above a solid surface or when outside the confines of a safety railing. A secure lanyard or lifeline must be used in conjunction with the belt or harness.
8. Observe all NO SMOKING areas. Contractors must be aware of the requirements in the specific work area and inform their employees.
9. Do not misuse fire prevention or protection equipment. Big Rivers' fire hoses are to be used only in emergency situations. Do not block access to extinguishers or hose racks.
10. Follow good housekeeping practices. Keep all work areas free of debris that could cause a trip, slip, fire, or other hazard. Keep and maintain trash receptacles in the work area when needed.
11. Upon removal of non-asbestos insulation, immediately store it in containers, whether material is to be discarded or reused. Examples: bat type rock wool and fiberglass.
12. Industrial Vehicles and Equipment:
 - a. Park only in the portion of the parking lot assigned to "Contractor." Observe the posted speed limit at all times.
 - b. Contractor employees may ride in the back of trucks equipped with seats or only if seated on the floor with the tailgate fastened.

- c. The contractor shall allow only properly trained employees to operate industrial vehicles. Do not operate an industrial vehicle in a reckless manner.
- d. Riding buckets, fenders, forks, or other unspecified areas of an industrial vehicle is prohibited. Unless there is an extra seat provided, only the operator shall ride the industrial vehicle.
- e. When making lifts over doorways or in any areas where employees may walk under the load, the area shall be identified with caution tape and a watch established. Example: when using tuggers, cranes and come-a-longs.

13. Welding and Cutting:

- a. There are areas that require a cutting and welding clearance before cutting or welding is started. The plant contact will arrange for clearances.
- b. Cutting rigs shall be equipped with reverse flow check valves.
- c. Ensure that hose, torches, and other equipment are in good condition and leak tight.
- d. Remove flammables or combustibles from the work area. Be sure that there are no explosive gases present before beginning work. Maintain a fire watch if necessary.
- e. Route cables and hose in a manner to keep them out of walkways and off steps. Do not leave piles or coils of cable or hose in traveled areas. Cables and hose routed overhead must be above average head level.
- f. Cylinders, empty or full, shall be secured at all times. Cylinders not in use shall be capped (except recessed valve).
- g. Cylinders shall be hoisted in an approved cage or cradle. Do not use slings, chokers, rope, welding carts, or hooks to hoist cylinders. Exception: a cylinder may be hoisted in a welding cart if the cart is equipped with a lifting eye provided by the manufacturer.
- h. A key or wrench shall be kept with all cylinders not equipped with a handwheel.
- i. Take necessary precautions to keep sparks and molten metal from falling onto persons on lower levels.

14. Do not use ladders or erect scaffolds in a manner that will endanger personnel.
15. Temporary Lights and Extension Cords:
 - a. Keep temporary lights, plugs, and cords in good condition.
 - b. Keep bulb guards in place.
 - c. Use low voltage lighting in damp or wet areas.
 - d. Protect any 120 volt equipment used inside boilers, metal vessels, and damp areas with a ground fault current interruptor.
16. The contractor shall provide MSDS to the safety and training coordinator when any product that is a hazardous chemical by OSHA definition is brought to the plant. In addition, contractors are expected to furnish training and personal protective equipment to their personnel as required by the hazard communication standards.