

**AMENDMENT ONE TO
LONG-TERM TRANSMISSION SERVICE AGREEMENT**

THIS AMENDMENT amends a Long-Term Transmission Service Agreement executed by and among Public Utility District No. 1 of Chelan County, Washington (hereinafter referred to as the “District”), Alcoa Power Generating Inc. (“APGI” or Alcoa) and Alcoa Inc. (“Alcoa”) dated July 14, 2008. The Parties to this Amendment One to Transmission Agreement are the District, APGI and Alcoa Corp. Alcoa Inc. is not a party to this Amendment.

RECITALS

The District, APGI and Alcoa, Inc. entered into a Long-Term Transmission Services Agreement dated July 14, 2008 (referenced as the “Original Transmission Agreement”). The District has transmitted energy to APGI and Alcoa for use at the aluminum reduction operations in Chelan County known as Wenatchee Works.

Alcoa, Inc. (“Former Alcoa”) has undergone a restructuring pursuant to which Former Alcoa conveyed its worldwide aluminum operations, including the Wenatchee Works, to Alcoa Corp. and has assigned to Alcoa Corp its rights and obligations under the Original Transmission Agreement. The District has consented to such assignment, subject to Alcoa Corp’s assumption of former Alcoa’s obligations under the Original Transmission Agreement and the satisfaction of certain other conditions. Alcoa Corp has agreed, and by execution hereof, hereby evidences its Agreement to assume and perform such obligations and wishes to continue the transmission of energy for use at Wenatchee Works pursuant to the conditions of the Original Transmission Agreement.

The District, Alcoa Corp. and APGI have entered into an Amended and Restated Power Sales Agreement dated _____, 2016. For purposes of this Amendment One to the Long-Term Transmission Agreement, the Amended and Restated Power Sales Agreement is referenced as “Power Sales Agreement.” Further, the term “Alcoa” as used in the Long-Term Transmission Agreement refers to Alcoa Corp. and APGI.

NOW, THEREFORE, in recognition of the foregoing recitals which are hereby incorporated into this Amendment One and in consideration of the covenants of the Parties, the Parties agree as follows:

1. "Alcoa" as used in the Long-Term Transmission Service Agreement shall mean Alcoa Corp. and APGI.
2. "Power Sales Agreement" defined in the Long-Term Transmission Agreement shall be amended as follows: "Power Sales Agreement" shall be that Amended and Restated Power Sales Agreement executed by the District, Alcoa Corp. and APGI on _____, 2016."
3. Except as specifically provided herein, the terms and provisions of the Long-Term Transmission Services Agreement are hereby reaffirmed and shall remain in full force and effect. The Parties acknowledge that no other amendment or modification to the Long-Term Transmission Agreement, whether oral or in writing, has been made.
4. This Amendment One may be executed in any number of counterparts and by the Parties on separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.
5. The individual signing this Amendment One warrants that he/she has the authority to bind the Party.

PUBLIC UTILITY DISTRICT NO. 1
OF CHELAN COUN

ALCOA CORP.

By: _____
Title: _____
Date: _____

By: _____
Title: _____
Date: _____

ALCOA POWER
GENERATING, INC. (APGI)

By: _____
Title: _____
Date: _____