

**ADDENDUM NUMBER FOUR
TO
ELECTRIC DISTRIBUTION UNDERGROUNDING AGREEMENT**

This Addendum Number Four to Electric Distribution Undergrounding Agreement (the "Addendum") is entered into the _____ day of _____, 2015, by and between Arizona Public Service Company, an Arizona corporation ("APS"), and the Town of Paradise Valley, an incorporated municipality (the "Town").

The Town and APS entered into an electric Distribution Undergrounding Agreement which became effective January 19, 1988 (the "Agreement") for the purpose of facilitating the undergrounding of overhead electric distribution lines within the corporate limits of the Town.

The Town and APS are now interested in extending the termination date of the Agreement under the terms contained herein. This Addendum Number Four supersedes Addendum Number Three, dated April 13, 2006.

NOW, THEREFORE, in consideration of the following covenants, promises and provisions, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. The termination date of the Agreement shall be extended to January 19, 2018, by amending the first sentence of Section 12 of the agreement to read as follows:

The termination of this agreement is 30 years.

2. All other terms and conditions of the Agreement (including the funding provisions) shall remain unchanged and in full force and effect except as expressly modified herein.
3. The Town agrees that the extension of the Agreement is for the conversion of the remaining APS District 30, near Scottsdale and Jackrabbit Roads.
4. APS agrees that it shall maintain enough staff to facilitate the planning and liaison activities required under the Agreement.
5. The Town agrees that it shall maintain enough people assigned to the undergrounding project to expeditiously move the project forward.
6. The parties shall act diligently to accomplish the goals of the undergrounding project.

IN WITNESS WHEREOF, the parties have executed this Addendum on the day and year first above written.

TOWN OF PARADISE VALLEY

ARIZONA PUBLIC SERVICE COMPAY

KEVIN BURKE, TOWN MANAGER

PATRICK DINKEL, VICE PRESIDENT

ATTEST:

TOWN CLERK

APPROVED AS TO FORM:

TOWN ATTORNEY