

**AMENDMENT TO AND REINSTATEMENT OF
AGREEMENT OF PURCHASE AND SALE**

This Amendment to and Reinstatement of Agreement of Purchase and Sale (the "**Amendment**") is dated for reference purposes as of March 4, 2019, and is by and between Southport West LLC, a Washington limited liability company ("**Buyer**") and Puget Sound Energy, Inc., a Washington corporation ("**Seller**"). This Amendment amends the terms of the Agreement of Purchase and Sale dated as of November 27, 2018, between Buyer and Seller (the "**Agreement**"), and it reinstates the terms of that Agreement, which terminated on February 25, 2019. Capitalized terms not defined in this Amendment shall have the meaning given to them in the Agreement.

For valuable consideration, the receipt of which is acknowledged, Buyer and Seller agree to modify the terms of the Agreement as follows:

1. **Contingency Period.** Buyer and Seller agree to extend the Contingency Period until 5 p.m. PST on April 19, 2019.


2. **No Other Changes; Counterparts.** Except as modified and reinstated by this Amendment, all terms of the Agreement remain unchanged and continue in full force and effect from and after the date of mutual execution and delivery of this Amendment. In case of a conflict between the terms of this Amendment and the terms of the Agreement, the terms of this Amendment shall control. This Amendment may be signed in one or more counterparts, and by facsimile or electronic mail copy, and each counterpart, facsimile copy and electronic mail copy so signed shall be deemed an original hereof.

[signatures on following page]

BUYER:


SOUTHPORT WEST LLC, a Washington limited liability company

By: SECO Development, Inc., its manager

By: 
Name: Michael P. Christ
Its: CEO
Date: March 20, 2019

SELLER:

PUGET SOUND ENERGY, INC., a Washington corporation

By: 
Name: Marie D. Mellier
Its: Sr. VP & Chief Administrative Officer
Date: March 19, 2019