#### PURPOSE:

This is an optional, supplemental service that allows participating Customers to voluntarily reduce their electricity usage in exchange for a payment at times and at prices determined by the Company. The Company will notify participating Customers of the opportunity to exchange electricity. The Customer must execute an agreement prior to being allowed to receive service under this rider.

##### APPLICABLE:

To qualifying Customers with Monthly Demand exceeding 1,000 kW at least once during the last 12-month period. Any portion of the Customer’s load that is billed according to a daily price option is not eligible to participate in this program. Participating Customers must execute an Energy Exchange Customer Agreement with the Company.

##### ENERGY EXCHANGE VALUE:

###### Market Price Signal:

 The Market Price Signal (MPS) is a price or prices quoted by the Company for a specified duration, subject to the following:

 A Customer participating in an Exchange Event must maintain electricity usage below the Customer’s Baseline Service Level for the duration specified by the MPS offer and accepted by the Customer (the Customer Pledge Period). Upon request the Customer also must provide the Company all documents necessary to demonstrate the Customer’s planned operation level for the Pledge Period. Failure to provide detailed documentation upon request for a Customer participating in an Exchange Event shall result in application of the second occurrence of noncompliance specified in Special Condition 10. The MPS shall specify the price for an Exchange Amount and the specified duration during which the quote applies (including days and hours applicable).

###### Hourly Credit Rate:

 Market Price Signal minus Customer’s Rate Schedule Effective Energy Price = Hourly Credit Rate (¢/kWh).

 The Company will notify Customers of an Exchange Event when the Market Price Signal is such that it is economic for the Company to encourage Customers to reduce usage. The Hourly Credit Rate will be determined by subtracting the energy price the Customer would pay on their otherwise applicable rate schedule from the MPS. This calculation is performed for each hour during the Exchange Event.