

## EXTENSION OF FRANCHISE AGREEMENT

THIS EXTENSION OF FRANCHISE is made and dated this 17<sup>st</sup> day of August, 2016, by and between the CITY OF LYNCHBURG, a municipal corporation of the Commonwealth of Virginia, hereinafter referred to as the "City" and APPALACHIAN POWER COMPANY, hereinafter referred to as the "APPALACHIAN."

### WIT N E S S E T H:

WHEREAS, on November 28, 1995, the Lynchburg City Council granted Appalachian Power Company a Franchise "to acquire, construct, maintain and operate in, above, under, across, and along the streets, thoroughfares, alleys and public places, as the same now exist or may hereafter be laid out, of the City, lines for the transmission and distribution of electric energy either by means of overhead or underground conductors, with all necessary or desirable appurtenances for the purpose of supplying electric energy to the City and the inhabitants thereof and persons or corporations beyond the limits thereof;" and,

WHEREAS, Section X. Franchise Term, of the Franchise provides that the Franchise will be effective for an initial term of twenty years beginning on August 17, 1996, and ending on August 16, 2016, and that in addition to the initial twenty year term, the City and Appalachian "may, at their option, agree to extend the Franchise for two additional terms of five (5) years each;" and,

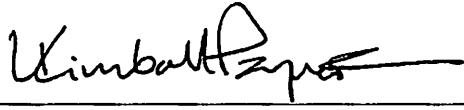
WHEREAS, the City and Appalachian desire to extend the Franchise for an additional five year term beginning on August 17, 2016, and ending on August 16, 2021.

NOW, THEREFORE, WITNESSETH, that for and in consideration of the premises and the mutual covenants and agreements contained herein, the City and the Appalachian do mutually agree to extend the Franchise for an additional five year term, beginning on August 17, 2016, and ending on August 16, 2021.

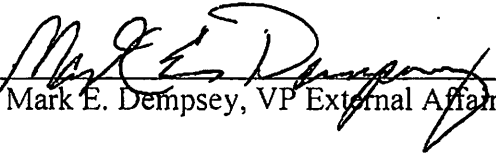
Except as modified herein, all of the terms and conditions contained in the original Franchise between the City and the Appalachian shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Extension of Franchise as of the day and year above written.

CITY OF LYNCHBURG

By:   
L. Kimball Payne, City Manager

APPALACHIAN POWER COMPANY

By:   
Mark E. Dempsey, VP External Affairs