

<u>Shipper Name:</u>	Minnesota Energy Resources Corporation
<u>Contract No.:</u>	112486
<u>Rate Schedule:</u>	TFX
<u>Term of Negotiated Rate:</u>	See below
<u>Non-conforming Agreement:</u>	Yes
<u>Winter Quantity Dth/day:</u>	45,000
<u>Summer Quantity Dth/day:</u>	45,000
<u>Receipt Points:</u>	All Market Area Receipt Points
<u>Delivery Points:</u>	Rochester MN #1D, Rochester MN #2, Rochester MN #1B, All Market Area Deferred Delivery Points

For the period commencing on the later of 11/01/2018 or the in-service date of the Phase 1 Project and ending after a term of 25 years, the rate provisions are amended for the Phase 1 Entitlement as follows:

For the Phase 1 Rochester Growth Entitlement (10,500 Dth/day), Shipper shall pay a monthly reservation charge equal to \$37.1175/Dth/month (Phase 1 Negotiated Reservation Rate) multiplied by the Phase 1 Rochester Growth Entitlement, plus the maximum commodity rate provided in Northern's FERC Gas Tariff. In addition, Shipper shall provide fuel use and unaccounted for and pay all FERC-approved Industry Surcharges applicable to the service provided hereunder.

The Phase 1 Negotiated Reservation Rate above is applicable to all Market Area receipt points on an alternate basis and only the Phase 1 Rochester Growth Entitlement at the Rochester Delivery Points (Rochester MN #1B (POI 2848), Rochester MN #1D (POI 62984), and Rochester MN #2 (POI 79335)) and all Market Area deferred delivery points provided the gas is ultimately redelivered to the applicable primary delivery points. If any other points are used either on a primary or alternate basis in any month, the Phase 1 Negotiated Reservation Rate set forth above will not be applicable to the highest volume delivered to points other than the Rochester Delivery Points on any day of the month (Highest Day Entitlement). Rather, Shipper shall pay a monthly reservation rate on such Highest Day Entitlement for the entire month equal to the Phase 1 Negotiated Reservation Rate plus the Maximum TFX.

For the period commencing on 11/01/2019 or the in-service date of the Phase 2 Project and ending after a term of 23 years, the rate provisions are amended for the Phase 2 Entitlement as follows:

For the Phase 2 Rochester Growth Entitlement (34,500 Dth/day), Shipper shall pay a monthly reservation charge equal to \$10.7714/Dth/month (Phase 2 Negotiated Reservation Rate) multiplied by the Phase 2 Rochester Growth Entitlement, plus the maximum commodity rate provided in Northern's FERC Gas Tariff. In addition, Shipper shall provide fuel use and unaccounted for and pay all FERC-approved Industry Surcharges applicable to the service provided hereunder.

The Phase 2 Negotiated Reservation Rate above is applicable to all Market Area receipt points on an alternate basis and only Phase 2 Rochester Growth Entitlement at the Rochester Delivery Points and all Market Area deferred delivery points provided the gas is ultimately redelivered to the applicable primary delivery points. If any other points are used either on a primary or alternate basis in any month, the Phase 2 Negotiated Reservation Rate set forth above will not be applicable to the Highest Day Entitlement. Rather, Shipper shall pay a reservation rate equal to the Phase 2 Negotiated Reservation Rate plus the Maximum TFX Reservation Rates for such Highest Day Entitlement for the entire month.

Northern reserves the right to adjust the Phase 1 Negotiated Reservation Rate and the Phase 2 Negotiated Reservation Rate such that the combined annual reservation charges for the Phase 1 Rochester Growth Entitlement and the Phase 2 Rochester Growth Entitlement remain unchanged.

If Shipper, or, in the case of a permanent capacity release, acquiring shipper, causes the Rochester Entitlement, Phase 1 Rochester Growth Entitlement or Phase 2 Rochester Growth Entitlement under this Amendment or the TF Agreement, for any reason during the term of this Amendment and the TF

Agreement, in whole or in part, to be realigned away from the Rochester Delivery Points or reduced (except in the instance of a temporary capacity release), in addition to the other consequences listed in the Precedent Agreement, the rate for the Rochester Entitlement, Phase 1 Rochester Growth Entitlement and Phase 2 Rochester Growth Entitlement under this Amendment shall be the Maximum TFX Reservation Rates, as applicable, upon the effective date of the realignment or reduction.