



Lawrence B. Somers
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May 6, 2019

VIA ELECTRONIC FILING

M. Lynn Jarvis, Chief Clerk
North Carolina Utilities Commission
4325 Mail Service Center
Raleigh, North Carolina 27699-4300

**RE: Duke Energy Carolinas, LLC's Third Amendment to Asset Purchase
and Sale Agreement
Docket Nos. E-7, Sub 1181, SP-12478, Sub 0, and SP-12479, Sub 0**

Dear Ms. Jarvis:

I write on behalf of Duke Energy Carolinas, LLC ("DEC") to update the Commission and the record in connection with the referenced matter. In its filings and during the evidentiary hearing in this matter, DEC explained the May 15, 2019 deadline to close the transaction. As a result of the approach of that deadline, and outstanding requests for regulatory approval, DEC, Northbrook Carolina Hydro, II, LLC and Northbrook Tuxedo, LLC have entered into the attached Third Amendment to Asset Purchase and Sale Agreement, which extends the closing deadline to August 16, 2019.

Thank you for your attention to this matter. If you have any questions, please let me know.

Sincerely,
A handwritten signature in black ink, appearing to read 'Lawrence B. Somers', written over the word 'Sincerely,'.

Lawrence B. Somers

Enclosure

cc: Parties of Record

OFFICIAL COPY

May 06 2019

**THIRD AMENDMENT
TO
ASSET PURCHASE AND SALE AGREEMENT**

THIS THIRD AMENDMENT TO ASSET PURCHASE AND SALE AGREEMENT (this "**Amendment**") is made and entered into as of this 3 day of May, 2019, by and among **NORTHBROOK CAROLINA HYDRO II, LLC**, a Delaware limited liability company ("**Project Purchaser**"), **NORTHBROOK TUXEDO, LLC**, a Delaware limited liability company ("**Tuxedo Purchaser**" and, together with Project Purchaser, the "**Purchasers**"), and **DUKE ENERGY CAROLINAS, LLC**, a North Carolina limited liability company ("**Seller**").

W I T N E S S E T H:

WHEREAS, Project Purchaser, Tuxedo Purchaser and Seller entered into that certain Asset Purchase and Sale Agreement dated as of May 15, 2018 and amended by that certain First Amendment to Asset Purchase and Sale Agreement dated as of May 24, 2018 and that certain Second Amendment to Asset Purchase and Sale Agreement dated August 27, 2018 (as amended, the "**Purchase Agreement**"), pursuant to which Seller has agreed to sell, and Purchasers have agreed to purchase, the Projects, and certain properties associated therewith or ancillary thereto;

WHEREAS, the parties hereto wish to amend the Purchase Agreement as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter contained, and intending to be legally bound, the parties hereto hereby agree as follows:

1. **Amendment to Purchase Agreement.** Section 9.01(b)(i) of the Purchase Agreement is hereby deleted in its entirety and replaced with the following:

"(i) if the Closing has not occurred on or before August 16, 2019 (the "**Termination Date**"); **provided that** the terminating Party is not in material breach under this Agreement;"

2. **Purchase Agreement Confirmed.** Except as provided in this Amendment, the Purchase Agreement is hereby confirmed and shall continue in full force and effect.


3. **Miscellaneous.** This Amendment may be executed in any number of counterparties, each of which when executed will be an original, but such counterpart will together constitute one and the same instrument.

[Signatures appear on following page]

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the date and year first written above.

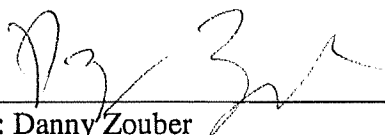
SELLER:

DUKE ENERGY CAROLINAS, LLC

By: 
Name: Karl Newlin
Title: SVP, Corporate Development

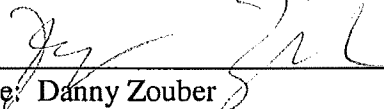
PROJECT PURCHASER:

NORTHBROOK CAROLINA HYDRO II, LLC

By: 
Name: Danny Zouber
Title: Authorized Person

TUXEDO PURCHASER:

NORTHBROOK TUXEDO, LLC

By: 
Name: Danny Zouber
Title: Authorized Person

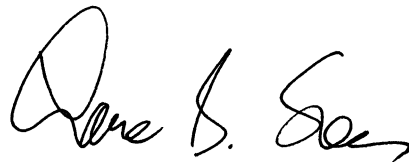
CERTIFICATE OF SERVICE

I certify that a copy of Duke Energy Carolinas, LLC's Third Amendment to Asset Purchase and Sale Agreement, in Docket Nos. E-7, Sub 1181, SP-12478, Sub 0, and SP-12479, Sub 0, has been served by electronic mail, hand delivery or by depositing a copy in the United States mail, postage prepaid to the following parties of record:

David T. Drooz
Tim Dodge
Public Staff
North Carolina Utilities Commission
4326 Mail Service Center
Raleigh, NC 27699-4326
david.drooz@psncuc.nc.gov
tim.dodge@psncuc.nc.gov

Katherine Ross
Parker Poe
P.O. Box 389
Raleigh, North Carolina 27602
katherineross@parkerpoe.com

This is the 6th day of May, 2019.



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