

**ADDENDUM TO UTILITY MASTER AGREEMENT  
(AT UAO AND FDOT EXPENSE COMBINED)**

This agreement dated 15 day of October, 2012, is between the State of Florida, Department of Transportation (FDOT) and Withlacoochee River Electric Cooperative (UAO) who are parties to the Utility Master Agreement (At UAO and FDOT Expense Combined) (Agreement) dated July 20, 1999. The parties agree to amend the Agreement as follows:

1. As used herein, the words "compensable interest" and "compensable land interest" shall mean any interest in property, the taking of which is subject to the payment of compensation under the Constitution of the United States of America or under the Florida Constitution, but only to the extent of the compensability for utility work costs under the terms and conditions of the underlying document creating the property interest, and provided that nothing herein shall be interpreted to modify, alter, amend, or override the specific terms and conditions of the underlying document. In addition, the use of the term "compensable interest" is not intended and shall not be interpreted to create any right to reimbursement not created by the underlying document creating the property interest.
  
2. Either the UAO or FDOT may terminate this Agreement at any time without penalty by giving the other party written notice at least thirty (30) days prior to the effective date of said termination; provided, however, that the termination shall not apply to any project for which either party had previously notified the other that the project would proceed pursuant to this Agreement.

The parties have executed this Agreement by their duly authorized signatures the last day and year set forth below.


STATE OF FLORIDA DEPARTMENT  
OF TRANSPORTATION (FDOT)

By Thomas C. Byron  
THOMAS C. BYRON  
PRINT NAME

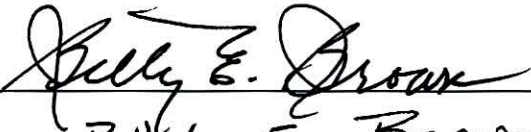
Title: CHIEF ENG

Date: 10/15/2012

WITNESS

By   
Thomas R. Bane  
PRINT NAME


Withlacoochee River Electric Cooperative  
(UAO)

By   
Billy E. Brown  
PRINT NAME

Title: Ex V.P.

Date: 9/18/12

As to Company

ATTEST: 

Paula Lewis  
PRINT NAME

Title: Administrative Assistant

Approved as to Form Legality and Execution  
STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION

By: 