

CROSS-SOUND CABLE COMPANY, LLC

and

CROSS-SOUND CABLE COMPANY (NEW YORK), LLC

and

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY

COMPANY LEASE AGREEMENT

Dated as of September 1, 2013

Town of Brookhaven Industrial Development Agency
(Cross-Sound Cable Company, LLC/Cross-Sound Cable Company (New York), LLC 2013
Facility)

ATTACHMENT TO PROPERTY ADDRESS

Location and Description of Property Conveyed:

Physical Address	Tax Map No.
Cable Parcels	
Riverhead Calverton 11933	0200-299.01-90.00-003.062
Riverhead Calverton 11933	0200-299.01-90.00-003.063
Riverhead Calverton 11933	0200-299.01-90.00-003.064
Riverhead Calverton 11933	0200-299.01-90.00-003.065
Riverhead Calverton 11933	0200-299.01-90.00-003.067
Converter Station	
1 Lilco Road, Shoreham, NY 11786	0200-039.00-02.00-002.000

all in Shoreham, Town of Brookhaven

THIS COMPANY LEASE AGREEMENT, dated as of September 1, 2013 (this "**Company Lease**"), is made by and among CROSS-SOUND CABLE COMPANY (NEW YORK), LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 200 Donald Lynch Boulevard, Suite 300, Marlborough, Massachusetts 01752-4707 ("**CSC NY**"), and CROSS-SOUND CABLE COMPANY, LLC, a limited liability company duly organized and validly existing under the laws of the State of Connecticut and authorized to do business in the State of New York, having an office at 200 Donald Lynch Boulevard, Suite 300, Marlborough, Massachusetts 01752-4707 ("**CSC**"; and together with CSC NY, collectively, the "**Company**"), and TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its office at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738 (the "**Agency**").

RECITALS

WHEREAS, title 1 of Article 18-A of the General Municipal Law of the State of New York was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York; and

WHEREAS, the aforesaid act authorizes the creation of industrial development agencies for the Public Purposes of the State of New York (the "**State**"); and

WHEREAS, the aforesaid act further authorizes the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, renovate, refurbish, equip, lease, sell and dispose of land and any building or other improvement, and all real and personal property, including but not limited to machinery and equipment deemed necessary in connection therewith, whether now in existence or under construction, which shall be suitable for manufacturing, warehousing, research, commercial, recreation or industrial facilities, in order to advance job opportunities, health, general prosperity and the economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, pursuant to and in accordance with the provisions of the aforesaid act and of Chapter 358 of the Laws of 1970 of the State (collectively, the "**Act**"), the Agency was created and is empowered under the Act to undertake the providing, financing and leasing of the Facility defined below; and

WHEREAS, the Long Island Lighting Company d/b/a LIPA ("**LIPA**") and CSC NY entered into a certain ground lease agreement (the "**Agreement of Lease**") dated as of August 2, 2000, whereby certain land was leased, and certain easements were granted, to CSC NY, and as amended, or may be amended, from time to time; and

WHEREAS, the Facility shall consist of the acquisition of leasehold interests in an approximately 3.2 acre parcel of land and one or more easements in the Town of Brookhaven (the "**Town**"), Suffolk County, New York (further identified as portions of Tax Map. Nos. 0200-299.01-90.00-003.062, 0200-299.01-90.00-003.063, 0200-299.01-90.00-003.064, 0200-299.01-90.00-003.065, 0200-299.01-90.00-003.067, and 0200-039.00-02.00-002.000)

(the “**Land**”), and the maintaining of a converter station and underwater power cable (the “**Improvements and Equipment**”; and, together with the Land, the “**Facility**”), all to be leased by the Company as the respective interests of CSC and CSC NY may appear, to the Agency for further sublease by the Agency to the Company; and

WHEREAS, the underwater power cable Improvements and Equipment are located on Tax Map Nos. 0200-299.01-90.00-003.062, 0200-299.01-90.00-003.063, 0200-299.01-90.00-003.064, 0200-299.01-90.00-003.065, 0200-299.01-90.00-003.067, and the converter station Improvements and Equipment are currently located on Tax Map. No. 0200-039.00-02.00-002.000 along with other land and other improvements not owned or leased by the Company; and

WHEREAS, the Company has agreed to lease their respective interests in the Facility to the Agency pursuant to this Company Lease; and

WHEREAS, the Agency has agreed to sublease the Facility to the Company pursuant to a certain Lease Agreement, dated as of September 1, 2013 (the “**Lease Agreement**”); and

WHEREAS, the Company will convey to the Agency a leasehold interest to the land and all Improvements and Equipment (each as defined in the Lease Agreement) located on or in the Facility; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties mutually agree as follows:

This Company Lease is made subject, among other things, to the Agreement of Lease, as may be amended from time to time.

The Company hereby leases the Facility (on the Land described in Exhibit A attached hereto) to the Agency, subject to Permitted Encumbrances, for the annual rent of \$1.00 for a term commencing on the Closing Date and terminating at 11:59 p.m. on November 30, 2031 (the “**Termination Date**”).

This Company Lease shall terminate on the earliest of (i) the Termination Date, (ii) the termination of the Lease Agreement pursuant to Article X or Article XI thereof; and (iii) any other termination of the Lease Agreement.

The Company agrees to keep, perform and observe, from and after the date hereof, all of the terms, covenants, conditions, obligations and other provisions contained in the Lease Agreement. The Company agrees further that it shall indemnify, defend and hold harmless the Agency from and against all liabilities, damages, claims, demands, judgments, losses, costs, expenses, suits, actions or proceedings and attorneys’ fees arising out of or in connection with the Lease Agreement or this Company Lease and shall defend the Agency in any suit, action or proceeding, including appeals, for personal injury to, or death of, any person or persons, or for any loss of or damage to property of persons, or for other claims arising out of the acts or omissions of the Company or any of its partners, officers, directors, agents or employees. The foregoing indemnitees shall include all expenses incurred by the Agency, including, without limitation, reasonable attorneys’ fees to enforce this Company

Lease, the Lease Agreement or any other document to which the Company and the Agency are parties, and with respect to third party claims.

The Agency, for itself and its successors and assigns, hereby agrees to lease the Facility from the Company on the terms and conditions contained herein.

The Company and the Agency acknowledge that the Agency will sublease the Facility to the Company pursuant to the Lease Agreement. The Company and the Agency agree that while this Company Lease and the Lease Agreement remain in full force and effect, (i) there shall be no merger of the Company's ownership, easement or leasehold estates in the Land, Equipment and Improvements and the Company's subleasehold estate in the Land, Equipment and Improvements created under the Lease Agreement; and (ii) the Agency shall continue to have, use and enjoy the leasehold estate in the Land, Equipment and Improvements created under this Company Lease.

All notices, requests or consents provided for or permitted to be given under this Company Lease must be in writing and shall be effective (i) on actual receipt by the addressee if personally delivered (including delivery against a written receipt by an internationally recognized courier) to the addresses below, or (ii) on transmission (with written confirmation of receipt, whether from the transmitter's equipment or otherwise) to the addressee if transmitted by facsimile during normal business hours of the addressee on a Business Day (or if transmitted outside of such hours, as of the opening of business of the addressee on the next Business Day):

To the Agency:

Town of Brookhaven Industrial Development Agency
1 Independence Hill, 3rd Floor
Farmingville, New York 11738
Attention: Executive Director

To the Company:

Cross-Sound Cable Company, LLC
Cross-Sound Cable Company (New York), LLC
200 Donald Lynch Boulevard, Suite 300
Marlborough, Massachusetts 01752-4707
Attention: Chief Financial Officer

With copies for Company to:

Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604
Attention: John Hood

Either party may change the address, telephone number or fax number to which notices are to be directed by notice to the other party in the manner specified above.

If a party hereto determines in its reasonable discretion that any further instruments or other actions are necessary or desirable to carry out the terms of this Company Lease, the other party shall, at the Company's sole cost and expense, execute and deliver all such instruments and take all such actions, without additional consideration.

Capitalized terms used in this Company Lease and not otherwise defined in this Company Lease shall have the meanings assigned thereto in Schedule A to the Lease Agreement.

This Company Lease may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

This Company Lease shall be governed exclusively by the applicable laws of the State of New York, without regard or reference to its conflict of laws principles.

This Company Lease and the conveyance made hereby shall be subject to the trust fund provisions of Section 13 of the Lien Law of the State.

In the event a separate Tax Map No is created on the assessment rolls of the Town for the converter station Improvements and Equipment ("**New Converter Station Tax Map No.**") other than Tax Map. No. 0200-039.00-02.00-002.000, the Agency's exemption from property tax assessments and taxes and the terms and provisions of this Company Lease shall be deemed to apply immediately to the New Converter Station Tax Map No. as well as the Tax Map Nos. for the underwater cable Improvements and Equipment, and the Agency's exemption from property tax assessments and taxes and this Company Agreement shall thereafter no longer be deemed to apply to Tax Map. No. 0200-039.00-02.00-002.000.

(Remainder of Page Intentionally Left Blank – Signature Page Follows)

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

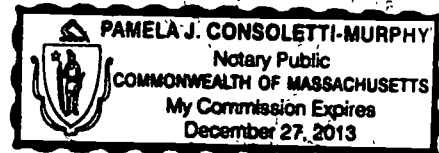

CROSS-SOUND CABLE COMPANY, LLC

By: Jason Spreyer
Name: Jason Spreyer
Title: Chief Financial Officer

COMMONWEALTH OF MASS
STATE OF NEW YORK)
: SS.:
COUNTY OF Middlesex)

On the 27th day of September in the year 2013, before me, the undersigned, personally appeared **Jason Spreyer**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Pamela J. Consolenti-Murphy
Notary Public



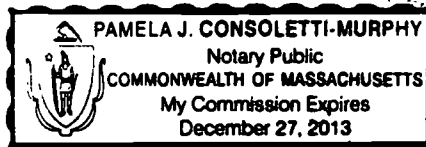
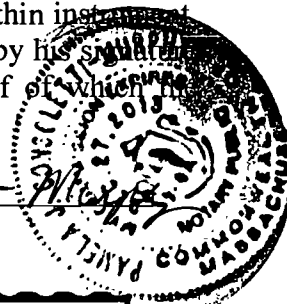
CROSS-SOUND CABLE COMPANY (NEW YORK), LLC

By: Jason Spreyer
Name: Jason Spreyer
Title: Chief Financial Officer

COMMONWEALTH OF MASS
STATE OF NEW YORK)
: SS.:
COUNTY OF Middlesex)

On the 27th day of September in the year 2013, before me, the undersigned, personally appeared **Jason Spreyer**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Pamela J. Consolanti
Notary Public



**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: *Lisa MG Mulligan*
Name: Lisa MG Mulligan
Title: Chief Executive Officer

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

On the 30th day of September in the year 2013, before me, the undersigned, personally appeared **Lisa MG Mulligan**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her capacity, and that by her signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Carol C. Dono
Notary Public

CAROL C. DONO
Notary Public, State of New York
No. 01DO5052424
Qualified in Suffolk County
Commission Expires January 2, 2014

Exhibit A

Legal Description of Real Property

REAL PROPERTY – HVDC SUBSTATION SITE

Lease

The Agreement of Lease dated as of August 2, 2000 by and between the Long Island Lighting Company, doing business as LIPA (“LIPA”) and TransEnergie U.S. LTD. (“TEUS”), as amended by (i) Letter Agreement dated as of August 14, 2000, (ii) Letter Agreement dated as of September 22, 2000, (iii) First Amendment to Lease dated as of November 13, 2000 and (iv) Letter Agreement dated as of November 26, 2001; and as assigned by Assignment and Assumption dated as of November 13, 2000 between TEUS and Cross-Sound Cable Company (New York), LLC (the “Company”) and (vi) Addendum to Lease dated February 22, 2006, a memorandum of which was recorded on March 10, 2006 in the Suffolk County Clerk’s Office at Liber: 12439, Page 971 whereby LIPA leased to the Company the following:

Leasehold Site

ALL that certain plot, piece or parcel of land, situate, lying and being at Shoreham, Town of Brookhaven, County of Suffolk and State of New York, being part of lands now or formerly of Long Island Lighting Company d/b/a LIPA situated on the northerly side of North Country Road, being known as part of District 0200, Section 083.00, Block 01.00, part of Lot 001.002 as shown on the Suffolk County Tax Map for the Town of Brookhaven, and also shown on a certain map entitled “ALTA/ASCM Land Title Survey, Lease Parcels and Easements at Shoreham Power Station, Town of Brookhaven, Suffolk County, New York”, originally dated April 30, 2001 and revised as of November 20, 2001, prepared by Surveying and Mapping Consultants, Inc., (filed in the miscellaneous map index in the Office of the Clerk of Suffolk County on December 14, 2001 as map number A-516) and being more particularly bounded and described as follows:

BEGINNING at a point on the easterly boundary of Access Easement-EA2, as shown on the aforementioned map;

RUNNING THENCE the following fifteen (15) courses:

1. Continuing along the easterly boundary of Access Easement EA-2, North 14 degrees 11 minutes 38 seconds East, 81.18 feet;
2. Along the easterly boundary of Utility easement- EA1L, North 11 degrees 19 minutes 01 second East, 116.09 feet, by Utility Easement EA2, to a point;
3. North 82 degrees 07 minutes 49 seconds East, 49.53 feet to a point;
4. North 75 degrees 20 minutes 18 seconds East, 354.79 feet, to a point;

5. South 15 degrees 01 minute 27 seconds East, 112.40 feet, to a point;
6. South 82 degrees 05 minutes 58 seconds East, 14.63 feet, to a point;
7. South 16 degrees 38 minutes 31 seconds East, 19.54 feet, to a point;
8. North 76 degrees 08 minutes 41 seconds East, 12.16 feet, to a point;
9. South 07 degrees 55 minutes 11 seconds East, 11.26 feet, to a point;
10. South 12 degrees 00 minutes 56 seconds West, 110.92 feet, to a point;
11. South 22 degrees 03 minutes 50 seconds West, 69.01 feet, to a point;
12. South 74 degrees 54 minutes 29 seconds West, 414.41 feet, to a point;
13. North 20 degrees 36 minutes 59 seconds West, 88.70 feet, to a point;
14. North 17 degrees 06 minutes 35 seconds East, 43.66 feet, to a point;
15. North 82 degrees 24 minutes 59 seconds West, 30.31 feet, to the point or place of BEGINNING.

SCHEDULE II

DESCRIPTION OF EASEMENTS

Parcel II Sub-Easement (comprised of Parcels IIA, IIB and IIC):

Declaration of Easement from Long Island Lighting Company to the Cross-Sound Cable Company, LLC dated January 10, 2002 and recorded on December 15, 2004 in the Office of the Suffolk County Clerk at Liber 12360, Page 566 granting to the Company the following:

Parcel II A:

**ACCESS EASEMENT AREA
(Part of Roadway Access Easement – EA2)**

ALL that certain plot, piece or parcel of land, lying and being at Shoreham, Town of Brookhaven, County of Suffolk and State of New York, being part of lands now or formerly of Keyspan Energy Development Corporation, situated on the Northerly side of North Country Road, being known as part of District 0200, Section 083.00, Block 01.00 and part of Lot 001.002 as shown on the Suffolk County Tax Map for the Town of Brookhaven, and also shown on a certain map entitled "ALTA/ASCM Land Title Survey, Lease Parcels and Easements at Shoreham Power Station, Town of Brookhaven, Suffolk County, New York", originally dated April 30, 2001 and revised as of November 20, 2001, prepared by Surveying and Mapping Consultants, Inc. (filed in the miscellaneous map index in the Office of the Clerk of Suffolk County on December 14, 2001, as Map number A-516) and being more particularly bounded and described as follows:

BEGINNING at a point on the Northerly side of North Country Road, said point being North 60 degrees 20 minutes 22 seconds West, 222.34 feet from an angle point near a concrete monument:

RUNNING THENCE Westerly along the Northerly side of North Country Road the following two (2) courses and distances:

1. North 60 degrees 20 minutes 22 seconds West, 33.01 feet to a point;
2. North 70 degrees 16 minutes 42 seconds West, 86.29 feet to a point;

THENCE the following four (4) courses and distances:

1. Along a curve to the left having a radius of 80.00 feet an arc distance. of 133.38 feet (said arc having a chord of North 61 degrees 57 minutes 25 seconds East, 118.46 feet) to a point;
2. North 14 degrees 11 minutes 38 seconds East, 251.37 feet to a point;
3. South 25 degrees 51 minutes 11 seconds East, 46.63 feet to a point;

4. South 14 degrees 11 minutes 38 seconds West, 312.42 feet to the point or place of BEGINNING.

Parcel II B:

SAID AREA BEING BOUNDED AND DESCRIBED AS FOLLOWS:

COMENCING AT A POINT ON THE NORTHERLY SIDE OF NORTH COUNTRY ROAD, SAID POINT BEING NORTH 60 DEGREES 20 MINUTES 22 SECONDS WEST, 222.34 FEET FROM AN ANGLE POINT NEAR A CONCRETE MONUMENT:

RUNNING THENCE WESTERLY ALONG THE NORTHERLY SIDE OF NORTH COUNTRY ROAD THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTH 60 DEGREES 20 MINUTES 22 SECONDS WEST, 33.01 FEET TO A POINT;
2. NORTH 70 DEGREES 16 MINUTES 42 SECONDS WEST, 86.29 FEET TO A POINT;

THENCE THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 80.00 FEET AN ARC DISTANCE OF 133.38 FEET (SAID ARC HAVING A CHORD OF NORTH 61 DEGREES 57 MINUTES 25 SECONDS EAST, 118.46 FEET) TO A POINT;
2. NORTH 14 DEGREES 11 MINUTES 38 SECONDS EAST, 251.37 FEET TO THE POINT OF BEGINNING OF "NEW" PARCEL II B;

THENCE THROUGH PROPERTY NOW OR FORMERLY OF KEYSpan ENERGY DEVELOPMENT CORP. THE FOLLOWING EIGHT (8) COURSES AND DISTANCES:

1. NORTH 14 DEGREES 11 MINUTES 38 SECONDS EAST, 92.85 FEET;
2. SOUTH 39 DEGREES 42 MINUTES 4 SECONDS EAST, 6.00 FEET;
3. NORTH 14 DEGREES 11 MINUTES 38 SECONDS EAST, 17.00 FEET;
4. NORTH 39 DEGREES 42 MINUTES 4 SECONDS WEST, 6.00 FEET;
5. NORTH 14 DEGREES 11 MINUTES 38 SECONDS EAST, 65.58 FEET;
6. SOUTH 77 DEGREES 14 MINUTES 40 SECONDS EAST, 30.01 FEET;
7. SOUTH 14 DEGREES 11 MINUTES 38 SECONDS WEST, 211.87 FEET;
8. NORTH 25 DEGREES 51 MINUTES 11 SECONDS WEST, 46.63 FEET TO THE POINT OR PLACE OF BEGINNING.

Parcel II C:

SAID AREA BEING BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHERLY SIDE OF NORTH COUNTRY ROAD, SAID POINT BEING NORTH 60 DEGREES 20 MINUTES 22 SECONDS WEST, 222.34 FEET FROM AN ANGLE POINT NEAR A CONCRETE MONUMENT:

THENCE NORTHERLY AND SOUTHEASTERLY THROUGH PROPERTY NOW OR FORMERLY KEYSpan THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTH 14 DEGREES 11 MINUTES 38 SECONDS EAST, 45.65 FEET;
2. ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 60.00 FEET AND AN ARC DISTANCE OF 78.05 FEET (SAID ARC HAVING A CHORD OF SOUTH 23 DEGREES 4 MINUTES 22 SECONDS EAST, 72.66 FEET) TO A POINT ON SAID NORTHERLY SIDE OF NORTH COUNTRY ROAD;

THENCE ALONG SAID NORTHERLY SIDE OF NORTH COUNTRY ROAD NORTH 60 DEGREES 20 MINUTES 22 SECONDS WEST, 45.65 FEET TO THE POINT OF BEGINNING.

Parcel III Sub Easement:

Declaration of Easement from Long Island Lighting Company to the Cross-Sound Cable Company, LLC dated January 10, 2002 and recorded on December 15, 2004 in the Office of the Suffolk County Clerk at Liber 12360, Page 567 granting to the Company the following:

UTILITY EASEMENT – EA1K

ALL that certain plot, piece or parcel of land .situate, lying and being at Shoreham, in the Town of Brookhaven, County of Suffolk and State of New York being part of lands now or formerly of Keyspan Energy Development Corporation, situated on the northerly side of North Country Road, also being known as part of District 0200, Section 083.00, Block 01.00, part of Lot 001.002 on the Suffolk County Tax Map for the Town of Brookhaven, and also shown on a certain map entitled "ALTA/ASCM Land Title Survey, Lease Parcels and Easements at Shoreham Power Station, Town of Brookhaven, Suffolk County, New York", originally dated April 30, 2001 and revised as of November 20, 2001, prepared by Surveying and Mapping Consultants, Inc., (filed in the miscellaneous map index in the Office of the Clerk of Suffolk County on December 14,2001 as map number A-516) and being more particularly bounded and described as follows:

BEGINNING at a point located North 75 degrees 30 minutes 22 seconds East, 95.48 feet from the northwesterly corner of the Site Boundary, as shown on the aforementioned map;

RUNNING THENCE:

1. North 12 degrees 28 minutes 55 seconds East, 24.84 feet, to a point;

2. North 39 degrees 11 minutes 06 seconds East, 436.99 feet to a point being 30.00 feet from the centerline of the Intake Canal, as shown on the aforementioned map;
3. Northerly along a curve to the right having a radius of 980.00 feet, an arc distance of 538.27 feet (said arc having a chord of North 22 degrees 09 minutes 03 seconds West, 531.53 feet), through said Intake Canal being 30.00 feet from the centerline, to a point;
4. North 06 degrees 11 minutes 02 seconds West, 94.64 feet to a point in the northerly line of land now or formerly of Keyspan Energy Development Corporation, that is the point of beginning of Utility Easement-EA3, as shown on the aforementioned map;
5. North 83 degrees 48 minutes 58 seconds East, 30.00 feet, along the northerly line of land now or formerly of Keyspan Energy Development Corporation, to a point in the centerline of said Intake Canal;
6. South 06 degrees 11 minutes 02 seconds East, 94.64 feet, along the centerline of the Intake Canal as shown on the aforementioned map, to a point;
7. Southerly along a curve to the left having a radius of 950.00 feet an arc distance of 545.52 feet along the centerline of said Intake Canal, to a point;
8. South 39 degrees 11 minutes 06 seconds West, 453.97 feet, to a point;
9. South 12 degrees 28 minutes 55 seconds West, 2.45 feet, to a point on the northerly line of the Site Boundary as shown on the aforementioned map;
10. South 75 degrees 30 minutes 22 seconds West, 33.66 feet, to the point of BEGINNING.

Parcel IV Sub-Easement:

Declaration of Easement from Long Island Lighting Company to the Cross-Sound Cable Company, LLC dated January 10, 2002 and recorded on December 15, 2004 in the Office of the Suffolk County Clerk at Liber 12360, Page 567 granting to the Company the following:

**CONSTRUCTION AND MAINTENANCE
EASEMENT FOR CROSS-SOUND CABLE –E5**

ALL that certain plot, piece or parcel of land, situate, lying and being at Shoreham, Town of Brookhaven, County of Suffolk and State of New York, being part of lands now or formerly of Keyspan Energy Development Corporation, situated on the northerly side of North Country Road, being known as part of District 0200, Section 083.00, Block 01.00, part of Lot 001.002 as shown on the Suffolk County Tax Map for the Town of Brookhaven, and also

shown on a certain map entitled "ALTA/ASCM Land Title Survey, Lease Parcels and Easements at Shoreham Power Station, Town of Brookhaven, Suffolk County, New York", originally dated April 30, 2001 and revised as of November 20, 2001, prepared by Surveying and Mapping Consultants, Inc., (filed in the miscellaneous map index in the Office of the Clerk of Suffolk County on December 14, 2001 as map number A-516) and being more particularly bounded and described as follows:

BEGINNING at a point which is the northwesterly corner of the Site Boundary-Development Area, as shown on the above referenced map;

RUNNING THENCE along the northerly line of the Site Boundary-Development Area, North 75 degrees 30 minutes 22 seconds East, 496.89 feet;

THENCE North 75 degrees 12 minutes 06 seconds East, 68.58 feet;

THENCE North 27 degrees 17 minutes 18 seconds East, 14.04 feet;

THENCE North 75 degrees 04 minutes 29 seconds East, 54.61 feet, to a point on the centerline of the Intake Canal as shown on the above referenced map;

THENCE the following four (4) courses and distances along the center line of said Intake Canal:

1. North 13 degrees 40 minutes 49 seconds West, 32.30 feet;
2. Northwesterly, along the arc of a curve bearing to the left, having a radius of 40.00 feet and an arc length of 27.76 feet;
3. Northwesterly, along the arc of a curve bearing to the right, having a radius of 950.00 feet and an arc length of 783.53 feet;
4. North 06 degrees 11 minutes 02 seconds West, 94.64 feet;

THENCE South 83 degrees 48 minutes 58 seconds West, 181.86 feet;

THENCE South 06 degrees 11 minutes 02 seconds East, 219.32 feet;

THENCE South 70 degrees 40 minutes 30 seconds East, 40.17 feet;

THENCE South 09 degrees 16 minutes 52 seconds East, 306.76 feet;

THENCE South 29 degrees 35 minutes 11 seconds East, 185.54 feet;

THENCE South 39 degrees 35 minutes 43 seconds West, 340.37 feet, to the point or place of BEGINNING.

Parcel V Sub-Easement:

Declaration of Easement from Long Island Lighting Company to the Cross-Sound Cable Company, LLC dated January 10, 2002 and recorded on December 15, 2004 in the Office of the Suffolk County Clerk at Liber 12360, Page 567 granting to the Company the following:

UTILITY EASEMENT – EA1L:

All that certain plot, piece or parcel of land, situate, lying and being at Shoreham, Town of Brookhaven, County of Suffolk and State of New York, being part of lands now or formerly of Long Island Lighting Company d/b/a LIPA situated on the northerly side of North Country Road, being known as part of District 0200, Section 083.00, Block 01.00, part of Lot 001.002 as shown on the Suffolk County Tax Map for the Town of Brookhaven, and also shown on a certain map entitled "ALTA/ASCM Land Title Survey, Lease Parcels and Easements at Shoreham Power Station, Town of Brookhaven, Suffolk County, New York", originally dated April 30, 2001 and revised as of November 20, 2001, prepared by Surveying and Mapping Consultants, Inc., (filed in the miscellaneous map index in the Office of the Clerk of Suffolk County on December 14, 2001 as map number A-516) and being more particularly bounded and described as follows:

BEGINNING at a point in the northerly side of North Country Road, said point being North 60 degrees 20 minutes 22 seconds West, 176.69 feet from an angle point near a concrete monument;

RUNNING THENCE Northerly along a curve having a radius of 60.00 feet an arc distance of 78.05 feet by Access Easement-EA2, as shown on the aforementioned map;

THENCE North 14 degrees 11 minutes 38 seconds East, 478.64 feet to the true point of beginning;

THENCE running through and along lands now or formerly of Long Island Lighting Company d/b/a LIPA the following twelve (12) courses and distances:

1. North 77 degrees 14 minutes 40 seconds West, 30.01 feet, to a point;
2. North 11 degrees 19 minutes 01 second East, 288.73 feet, to a point;
3. North 15 degrees 27 minutes 16 seconds East, 382.61 feet, to a point;
4. North 05 degrees 16 minutes 41 seconds East, 182.57 feet, to a point;
5. North 08 degrees 43 minutes 54 seconds East, 183.13 feet, to a point;
6. North 12 degrees 28 minutes 55 seconds East, 66.41 feet, to a point that is the point of beginning of Utility Easement -EAIK, as shown on the aforementioned map;

7. North 75 degrees 30 minutes 22 seconds East, 33.66 feet, by the Site Boundary, as shown on the aforementioned map, to a point;
8. South 12 degrees 28 minutes 55 seconds West, 80.70 feet, to a point;
9. South 08 degrees 43 minutes 54 seconds West, 181.24 feet, to a point;
10. South 05 degrees 16 minutes 41 seconds West, 184.34 feet, to a point;
11. South 15 degrees 27 minutes 16 seconds West, 384.19 feet, to a point;
12. South 11 degrees 19 minutes 01 second West, 288.40 feet to the true point of BEGINNING.

Parcel VI Underwater Easement:

Easement Agreement from the People of the State of New York to the Cross-Sound Cable Company, LLC, dated May 13, 2004 and recorded January 10, 2005 in the Office of the Clerk of Suffolk County in Liber 12365, Page 113, as amended by Order Amending Declaration of Easement dated February 22, 2006 and recorded at the Department of State in Volume 48 of the Miscellaneous Deeds of Title Papers at Page 10 and on February 23, 2006 and in the Office of the Clerk of Suffolk County on March 10, 2006 in Liber 12439, Page 972 and as further amended by Order dated August 24, 2011, recorded or to be recorded at the Department of State, granting the Company the following:

ALL that certain thirty (30) foot wide easement through the waters of the Long Island Sound, situate in the Town of Brookhaven, County of Suffolk, State of New York, the centerline of said easement being bounded and described as follows:

COMMENCING at the Northwesterly corner of lands now or formerly of Keyspan Energy Development Corporation, Liber 11934 of Deeds at Page 267;

RUNNING THENCE along the Northerly boundary of said parcel of land, North 83 degrees 48 minutes 58 seconds East, a distance of 257.39 feet to the Point of Beginning, having the coordinates of North 292,817 and East 1,296,978;

THENCE from said Point of Beginning along the centerline of said 30 foot wide easement, through the waters of Long Island Sound, the following sixteen (16) courses and distances:

1. North 05 degrees 35 minutes 19 seconds West, 660.04 feet to a point;
2. North 04 degrees 49 minutes 04 seconds West, 138.70 feet to a point;
3. North 09 degrees 11 minutes 13 seconds West, 331.96 feet to a point;

4. North 06 degrees 53 minutes 14 seconds West, 164.29 feet to a point;
5. North 09 degrees 02 minutes 50 seconds West, 167.89 feet to a point;
6. North 04 degrees 26 minutes 01 second West, 164.29 feet to a point;
7. North 02 degrees 36 minutes 49 seconds East, 256.57 feet to a point;
8. North 18 degrees 25 minutes 30 seconds West, 644.26 feet to a point;
9. North 14 degrees 55 minutes 07 seconds West, 313.16 feet to a point;
10. North 49 degrees 24 minutes 16 seconds West, 306.48 feet to a point;
11. North 37 degrees 53 minutes 53 seconds West, 253.98 feet to a point;
12. North 49 degrees 01 minute 29 seconds West, 754.84 feet to a point;
13. North 22 degrees 40 minutes 51 seconds West, 929.01 feet to a point;
14. North 23 degrees 26 minutes 23 seconds West, 832.71 feet to a point;
15. North 10 degrees 58 minutes 49 seconds West, 4834.13 feet to a point; and
16. North 10 degrees 53 minutes 01 second West, 38774.33 feet, to a point at the terminus of said easement on the boundary line between the State of New York and the State of Connecticut, said point having the coordinates of North 340,941.5 and East 1,286,628.3.

As to Parcel VI all bearings and coordinates being referenced to the New York State Plane Coordinate System, Long Island Zone, NAD 83 feet.

As to Parcel VI, all as shown on a map entitled, "State of New York, Office of General Services, Submerged Land Application Map in the application of Cross-Sound Cable Company, LLC, for an Easement of Lands under the waters of the Long Island Sound, situate in the Town of Brookhaven, County of Suffolk, State of New York", dated June 10, 2003, prepared by Welsh Engineering and Land Surveying, P.C., and filed in the New York State Office of General Services at Albany as O.G.S. Map No. 1961.

ATTACHMENT TO COMPANY LEASE
BETWEEN

CROSS-SOUND CABLE COMPANY, LLC/CROSS-SOUND CABLE COMPANY (NEW
YORK), LLC, COLLECTIVELY, GRANTOR

AND

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY, GRANTEE

Location and Description of Property Conveyed:

Physical Address	Tax Map No.
Cable Parcels	
Riverhead Calverton 11933	0200-299.01-90.00-003.062
Riverhead Calverton 11933	0200-299.01-90.00-003.063
Riverhead Calverton 11933	0200-299.01-90.00-003.064
Riverhead Calverton 11933	0200-299.01-90.00-003.065
Riverhead Calverton 11933	0200-299.01-90.00-003.067
Converter Station	
1 Lilco Road, Shoreham, NY 11786	0200-039.00-02.00-002.000

all in Shoreham, Town of Brookhaven