AMENDMENT NO. 1 TO THE
METER SERVICE AGREEMENT
FOR SCHEDULING COORDINATORS

THIS AMENDMENT is dated this ___ day of _____, 1998 and is entered into, by and between:

(1)   **Salt River Project Agriculture Improvement and Power District**, an agricultural improvement district organized and existing under the laws of the State of Arizona, having its principal place of business located at 1521 N. Project Drive, Tempe, Arizona 85281-1206 ("Salt River");

and

(2)   **California Independent System Operator Corporation**, a California non-profit public benefit Corporation having a principal executive office located at such place in the State of California as the ISO Governing Board may from time to time designate, initially 151 Blue Ravine Road, Folsom, California 95630 (the "ISO").

Salt River and the ISO are hereinafter referred to as the "Amending Parties."

Whereas:

A.   The Amending Parties entered into the Meter Service Agreement for Scheduling Coordinators dated February 19, 1998 (the "Principal Agreement").

B.   By orders issued on December 17, 1997 and March 30, 1998, the Federal Energy Regulatory Commission required that the Principal Agreement be amended.

NOW THEREFORE, **THE AMENDING PARTIES AGREE** as follows:

1)   **Effective Date.** This Amendment shall be effective as of the effective date of the Principal Agreement and shall remain in full force and effect until the termination of the Principal Agreement.

2)   **Amendment to the Principal Agreement.** The Principal Agreement shall be amended as set out below:

   a) Section 1.3(a) is amended to read as follows:

        (a)   if there is any inconsistency between this Agreement and the ISO Tariff, the ISO Tariff will prevail to the extent of the inconsistency;

IN WITNESS WHEREOF, the Amending Parties have caused this Amendment No. 1 to be duly executed by and through their respective authorized representatives as of the date hereinabove written.

California Independent System Operator Corporation

By: _____

Name:_____

Title: _____

Salt River Project Agriculture Improvement and Power District

By: _____

Name:_____

Title: _____