



Imperial Irrigation District

Protecting the flow of progress.

NOTICE OF PROPOSED OPEN SEASON

UPDATED AS OF JULY 17, 2009

IMPERIAL IRRIGATION DISTRICT

PATH 42 UPGRADES

333 East Barioni Boulevard
Imperial, CA 92251

IMPERIAL IRRIGATION DISTRICT PROPOSED OPEN SEASON NOTICE

PATH 42 UPGRADES

Introduction:

The Imperial Irrigation District (IID) is a public power utility organized pursuant to the Water Codes of the State of California that generates, purchases, transmits and distributes electricity to more than 140,000 retail electric customers in southern California. IID, which is governed by an elected Board of Directors, provides electric transmission and related reliability services pursuant to state and federal law and its own governing authority. IID's transmission planning process is based on three core objectives:

1. Maintain reliable electric service;
2. Improve the efficiency of electric system operations, including the provision of open and non-discriminatory access to its transmission facilities; and
3. Identify and promote new investments in the transmission infrastructure in a coordinated, open, transparent, and participatory manner.

IID intends to facilitate a timely, coordinated and transparent transmission planning process fostering the development of electric infrastructure that maintains reliability, meets load growth, and provides access to the vast renewable resources within the IID service area.

In accordance with those transmission planning objectives, IID is pleased to announce a proposed Open Season for customers to obtain new long-term firm point-to-point transmission rights to deliver electric energy, over IID's upgraded transmission facilities, into liquid markets in Southern California. IID intends to seek customer participation in the Open Season by any

entity or entities interested in a proposed transmission project which would provide available transfer capabilities for delivery of electric energy into Southern California Edison Company's (SCE) Mirage/Devers Substations.

By combining multiple requests for service and studying them in a cluster, IID envisions that the transmission project(s) will be sized appropriately to meet demand and that Open Season participants would benefit from the resulting economic efficiencies. Each participant would benefit because the costs of financing the construction of the upgrades would be allocated among multiple Open Season participants, rather than just a single applicant for service, thereby lessening the cost burden on any one entity.

IID held a stakeholder meeting, for those interested in potentially participating in the Open Season, on June 15, 2009. IID's proposal was supported broadly by eligible customers attending this meeting. Based on questions received about corresponding upgrades on SCE's portion of Path 42, both orally at the meeting and in writing, IID is gathering additional information and has decided it would be beneficial to hold an additional stakeholder meeting to coincide with the start of its Open Season. This additional stakeholder meeting is scheduled for August 17, 2009. The proposed start date for the Open Season is now August 17, 2009.

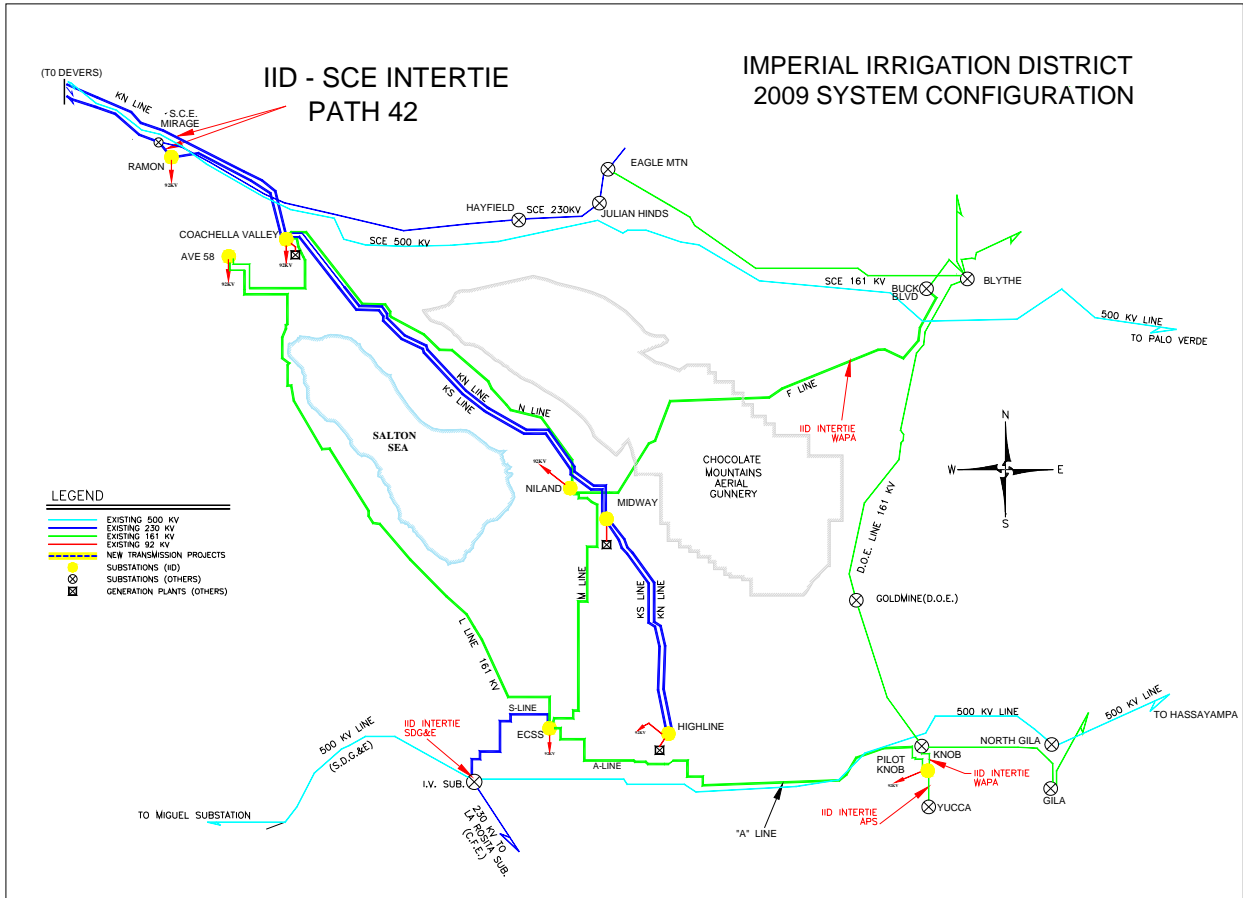
Additional information on the proposed Open Season is set forth below.

Proposed Project Description:

WECC's Path 42 consists of a double circuit 230 kV line that is independently owned, in separate parts, by IID and SCE. IID's portion of Path 42, which is approximately 20 miles, begins at IID's Coachella Valley substation and terminates at SCE's Mirage substation and structure 19-1 approximately 20 miles northwest of the Coachella Valley substation. SCE's

portion of Path 42, which is approximately 15 miles, starts at SCE's Mirage substation and structure 19-1 and terminates at its Devers substation.

IID's proposed project involves the upgrading of the double circuit 230 kV transmission lines known as the "KN & KS" from IID's Coachella Valley substation to IID's Ramon substation (IID's component of Path 42). The proposed project would upgrade 20 miles of existing double-circuit, single-conductor 230 kV transmission line to bundle (two conductors per phase) conductors. The proposed project also would include line termination equipment at both ends of the line and its associated substation upgrades. A cluster study process would be used to identify all IID transmission-related upgrades that may be necessary to deliver the energy to SCE's Mirage and Devers substations.



Background:

IID proposes this Open Season due to numerous existing and expected future transmission requests seeking delivery of electric energy to the Mirage/Devers substations. The Open Season is intended to: (1) enhance the timely study, review and construction of new transmission infrastructure for the benefit of multiple customers; (2) promote efficient planning and use of IID’s transmission system; (3) improve queue management; and (4) encourage the development of renewable energy in the Imperial Valley.

Each Open Season applicant would be required to meet creditworthiness standards and eligibility requirements for Long-Term Firm Point-to-Point Transmission Service in IID’s Open

Access Transmission Tariff (OATT). Open Season participants would be responsible for costs related to the project in proportion to the amount of transmission capacity allocated to them through the Open Season process.

To the extent that demand for the new capacity exceeds the amount of capacity that reasonably can be constructed and made available to provide reliable service, IID intends to grant the applications and allocate the available capacity on a “first-in-time” basis. As proposed, IID would treat the existing requests for Long-Term Firm Point-to-Point Transmission Service over Path 42, which are already in IID’s queue, as “first in line” for the Open Season process, if these Eligible Customers continue to abide by IID’s terms and conditions and execute the required Agreements.

IID also intends to provide transmission rate credits for service taken on the upgraded facilities by Open Season participants which pay for the costs of the upgrades. The credits would be paid on a dollar-for-dollar basis for the non-usage sensitive portion of the IID OATT transmission charge. These rate credits provide the opportunity for an Open Season participant to recoup the amount of money it advanced to finance the construction of the IID Path 42 upgrades project.

Proposed Timeline and Next Steps:

IID developed a new Attachment M to its OATT for purposes of conducting the Open Season. A copy of this Attachment M, which has been submitted to IID’s Board for approval, is attached to this notice.

IID also is developing an Agreement to study system impacts resulting from the multiple requests for Long-Term Firm Point-to-Point Transmission Service over IID’s portion of Path 42, as well as the new facilities required as a result of those impacts, in a cluster.

IID currently expects to start the Open Season window on August 17, 2009, and to close it on October 1, 2009. As proposed by IID, to participate in the Open Season, each Eligible Customer would submit a Completed Application for Long-Term Firm Point-to-Point Transmission Service over IID's portion of Path 42 during the Open Season window and pay a non-refundable application fee of \$1500, at the time its application is submitted, to offset the administrative costs of processing the application and implementing the Open Season. An Eligible Customer in IID's transmission queue, which already submitted a Completed Application for Long-Term Firm Point-To-Point Transmission Service over Path 42 and paid this fee to IID, would not need to resubmit its application or pay this fee again.

Before the close of the Open Season window on October 1, 2009, each Eligible Customer also must submit a transmission service deposit, equivalent to one month's charge for Reserved Capacity, as traditionally required under Section 17.3 of IID's OATT. If an Eligible Customer fails to do so, its application will be deemed withdrawn and removed from IID's transmission queue.

Within 15 calendar days of the close of the Open Season window, IID would tender to each Eligible Customer a combined System Impact and Facilities Study Agreement. IID intends to study all requests received for Long-Term Firm Point-to-Point Transmission Service over IID's portion of Path 42 in a cluster. IID would analyze the impacts of these requests and the facilities necessary as a result of these requests in a single study. IID envisions that these innovations will enable IID to move this project along more effectively and efficiently. IID proposes to pro-rate the costs of this combined study, among all Eligible Customers, based on the kW of Reserved Capacity requested.

The Eligible Customer would execute and return the completed System Impact and Facilities Study Agreement to IID within 15 calendar days of receipt of that Agreement. If the Eligible Customer fails to do so, its application will be deemed withdrawn and removed from IID's transmission queue. In that event, IID would return the Eligible Customer's transmission service deposit, as typically provided in Sections 19.1 and 19.4 of IID's OATT.

IID expects to begin the System Impact and Facilities Study shortly after receiving an executed System Impact and Facility Study Agreement from each Eligible Customer. Depending on the number of requests received, IID currently estimates that this clustered study of both system impacts and facilities potentially could be done within 120 - 150 days (i.e., no longer, in total, than the time period under IID's OATT that ordinarily is involved when multiple steps for separate agreements and studies of system impacts and facilities occur).

When completed, the System Impact and Facilities Study would include an estimate of the total cost of the required network upgrades and each Eligible Customer's pro rata share of those costs. It also would include an estimate of the time required to complete construction and initiate the requested service.

Each Eligible Customer then would be required to execute a Transmission Service Agreement and return that Agreement to IID within 30 calendar days of receipt of the System Impact and Facilities Study, along with a letter of credit equivalent to that Eligible Customer's estimated share of the costs of the network upgrades. If the Eligible Customer fails to do so, its application will be deemed withdrawn and removed from IID's transmission queue.

In the event any such withdrawal occurs, IID anticipates that the total system impacts and associated network upgrade costs would decrease; however, to the extent that any network upgrade costs remain uncovered as a result of the withdrawal, IID intends to reallocate those

costs to the remaining Eligible Participants. Consistent with IID's OATT, each remaining Eligible Customer would have the opportunity to recoup payments it makes for the network upgrade costs through transmission rate credits provided for the service taken over the upgraded IID facilities.

Assignment:

An Open Season participant could assign its participation only with the written consent of IID. The assignee must have equal or greater credit rating and the legal authority and operational ability to satisfy the obligations of the assignor. Like the original participant, the assignee must also fulfill eligibility requirements for Long-Term Firm Point-to-Point Transmission Service in IID's OATT.

Comments on Open Season Proposal:

IID accepted comments on its Open Season proposal submitted either: (1) in person at the Open Season Meeting held by IID on June 15, 2009; or 2) via email addressed to jlasbury@iid.com by July 17, 2009.

The comments received by IID indicate that stakeholders support the proposed upgrades to IID's portion of Path 42 via the Open Season process. But, commenters continue to have questions about corresponding upgrades on SCE's portion of Path 42 and the process that will be used by SCE and the CAISO. The types of remaining questions include for example:

- How will Open Season participants obtain deliverability beyond Devers within the CAISO?
- Whether individual requests for service on SCE's portion of Path 42 must be made to SCE (or the CAISO)? Alternatively, can some form of combined request be made?

- Whether SCE is willing to study the total increase in transfer capability needed on its portion of Path 42, as single study, in coordination with IID?
- Whether the CAISO will allow clustering and synchronization of the Path 42 upgrades with the generation interconnection process?
- How will SCE (or the CAISO) assign or collect the costs of upgrading SCE's portion of Path 42?

IID is gathering additional information to report back to stakeholders.

Public Meeting:

Another public meeting to discuss the Open Season is scheduled for **Monday, August 17, 2009**, at 9:30 a.m. in the Imperial Irrigation District Board Room at 1285 Broadway, El Centro, California. Personal attendance by prospective participants is encouraged as the meeting will not be accessible via conference call or webcast.

Open Season Documents:

IID's Open Season documents initially will be in draft form for purposes of soliciting comments and both this notice and the draft documents are subject to change. IID intends to post the final documents on its OASIS at www.wesTTrans.net. In addition to this Notice of Proposed Open Season, the following documents are expected to form part of the Open Season package:

1. **Transmission Service Application.** By submitting a Completed Application for Long-Term Firm Point-to-Point Transmission Service over IID's portion of Path 42 and paying the associated application fee and transmission service deposit, all Eligible Customers will be able to participant in the Open Season on a non-discriminatory basis.

2. OATT Attachment M: Open Season. This new Attachment M to IID's OATT will set forth the general procedures to be followed by IID in conducting the Open Season and studying the requests for Long-Term Firm Point-to-Point service over IID's portion of Path 42 in a cluster.
3. System Impact and Facilities Cluster Study Agreement. This Agreement will provide the basic terms and conditions for the combined study IID plans to conduct of system impacts resulting from the multiple requests for Long-Term Firm Point-to-Point Transmission Service over IID's portion of Path 42 as well as the new facilities required as a result of those impacts. IID intends to study all of these requests in a cluster. Among other things, the Study may include for example:
 - a. Sensitivity analysis based on the Path 42 upgrades
 - b. Thermal voltage and stability issues
 - c. Seasonal scenarios
 - d. Assumptions of path flows between different areas
 - e. Dispatching of generation
 - f. Identification of congestion under stressed conditions
 - g. Identification of reliability needs
 - h. Estimated project cost
4. Transmission Service Agreement. This is the Agreement that all Eligible Customers must sign to receive Long-Term Firm Point-to-Point Transmission Service.

The Open Season documents will be posted at www.wesTTrans.net throughout the Open Season for readily available access to the public and participants. Participants are encouraged to download the documents directly from this website; however, the documents also may be obtained by contacting the individual indicated below:

Jesse Montañó
Inter-Connect Transmission Contract Administrator
1561 West Main Street, Suite A
El Centro, CA 92243
Telephone: (760) 482-3638
Facsimile: (760) 482-3639
Email: jmontano@iid.com

ATTACHMENT M
EXPERIMENTAL OPEN SEASON AND TRANSMISSION CLUSTER
STUDY PROCEDURES

This Attachment M describes procedures IID will use to conduct an experimental Open Season and cluster study of multiple requests for Long-Term Firm Point-to-Point Transmission Service over the portion of the Path 42 transmission line owned by IID. After this experimental Open Season process concludes, IID shall evaluate how the experiment worked in practice and assess whether an extension of the Open Season and cluster study procedures, in either the same or a modified form, would be beneficial on other parts of IID's Transmission System, if any, where Network Upgrades may become necessary due to large demands for service. IID reserves the right to execute Open Seasons and cluster study procedures for other parts of IID's Transmission System pursuant to this Attachment M.

**1.0 Purpose of Open Season and Transmission Cluster
Study Procedures**

IID's Open Season and transmission cluster study procedures are intended, among other things, to: (1) enhance the timely study, review and construction of new transmission infrastructure for the benefit of multiple customers; (2) promote efficient planning and use of IID's Transmission System through an open process; (3) improve queue management; and/or (4) encourage the development of renewable energy which may be transmitted over IID's Transmission System. By conducting an Open Season to solicit requests for transmission service and studying multiple requests for transmission service in a cluster, it is IID's goal to plan and size transmission projects appropriately to meet all known demand. In addition, Eligible Customers are projected to benefit from resulting economic efficiencies, including the sharing of costs of financing the construction of common Network Upgrades among multiple Eligible Customers.

2.0 Open Season Window

At least thirty (30) calendar days in advance of the start date for the Open Season, IID shall provide notice to the public of the Open Season window by posting such notice on its OASIS. The notice shall include a description of the type of transmission service requests solicited by IID as well as the start date and end date for the Open Season window.

3.0 Application Procedures

Any Eligible Customer interested in participating in the Open Season may submit an application for the transmission service specified in the Open Season notice at any time during the Open Season window. Along with this application, each Eligible Customer must submit a non-refundable application fee of one thousand five hundred dollars (\$1,500) to offset the administrative costs of processing the application and implementing the Open Season.

IID may waive this application and fee requirement, on a non-discriminatory basis, to the extent that an Eligible Customer already submitted a Completed Application for the transmission service identified in the Open Season notice and paid this fee to IID prior to the start date of the Open Season window. Notwithstanding any other provisions in IID's Tariff, IID may, upon written notice to the Eligible Customer, include such a pre-existing Completed Application in the Open Season and process that Completed Application in accordance with the procedures set forth in this Attachment M if, in IID's judgment, the Completed Application is electrically-related and it would be efficient to include it in the cluster with other Completed Applications submitted during the Open Season window. Participation in the experimental Open Season is voluntary. Accordingly, within seven (7) calendar days of receipt of a notice from IID that a Completed Application already submitted by an Eligible Customer has been included in the Open Season, the Eligible Customer may elect to forgo the benefits, provided under this Attachment M, by providing written notice to IID that it elects to opt out of the Open Season.

On or before the end date for the Open Season window, each Eligible Customer must submit a transmission service deposit, equivalent to one month's charge for Reserved Capacity, as traditionally required under Section 17.3 of IID's

OATT. If an Eligible Customer fails to do so, its application shall be deemed withdrawn and removed from IID's transmission queue.

4.0 Queue Position

IID shall assign a queue position to each Completed Application based on the date and time of receipt by IID from the Eligible Customer; provided, however, that notwithstanding any other provision in IID's Tariff, IID may, without regard to queue position: (1) cluster each Completed Application with other Completed Applications and study them simultaneously in a single or combined study; (b) allocate the costs of such study among all Eligible Customers with Completed Applications in the cluster; and (c) allocate the costs of common Network Upgrades identified in the study among all Eligible Customers with Completed Applications in the cluster.

5.0 Study Procedures and Costs

Unless Eligible Customers are otherwise notified by IID that any studies will be performed separately, IID shall conduct a single, combined study of both system impacts and facilities for all Completed Applications in the cluster. The costs of this Transmission System Impact and Facilities Cluster Study shall be allocated pro rata among all Eligible Customers with Completed Applications in the cluster based on the kW of Reserved Capacity requested by each Eligible Customer.

Within fifteen (15) calendar days of the close of the Open Season window, IID shall provide each such Eligible Customer with a good faith estimate of: (a) the time required to perform the Transmission System Impact and Facilities Cluster Study; (b) the total cost of the Transmission System Impact and Facilities Cluster Study; and (c) the Eligible Customer's pro rata share of that total cost. IID also shall simultaneously tender to each such Eligible Customer a Transmission System Impact and Facilities Cluster Study Agreement for the Eligible Customer to complete and return to IID. The Eligible Customer shall agree to reimburse IID for performing the Transmission System Impact and Facilities Cluster Study pursuant to this Transmission System Impact and Facilities Cluster Study Agreement.

The Eligible Customer must execute and return the completed Transmission System Impact and Facilities Cluster Study Agreement to IID within fifteen (15)

calendar days of receipt of that Agreement, along with the Eligible Customer's payment of its pro rata share of the study costs estimated by IID. If the Eligible Customer fails to do so, its application shall be deemed withdrawn and removed from IID's transmission queue. In that event, IID will return the formerly Eligible Customer's transmission service deposit, as typically provided in Sections 19.1 and 19.4 of IID's OATT. IID also shall have the right to reallocate estimated study costs to remaining Eligible Customers with Completed Applications in the cluster. IID will provide to each remaining Eligible Customer a revised good faith estimate of the total cost of the Transmission System Impact and Facilities Cluster Study and the Eligible Customer's pro rata share of that total cost, including any estimated amount reallocated to the Eligible Customer. The Eligible Customer must pay the estimated amount reallocated to it, if any, within fifteen (15) calendar days of receipt of the notice from IID of such estimated amount. If the Eligible Customer fails to do so, its application shall be deemed withdrawn and removed from IID's transmission queue.

Following the receipt of the completed Transmission System Impact and Facilities Cluster Study Agreement and the required payment from the Eligible Customers, IID shall commence the Transmission System Impact and Facilities Cluster Study. IID will use due diligence to complete the Transmission System Impact and Facilities Cluster Study within one hundred fifty (150) calendar days. If IID is unable to complete the Transmission System Impact and Facilities Cluster Study within this timeline, IID will notify each Eligible Customer with a Completed Application in the cluster and provide an estimate of the time needed to complete the Transmission System Impact and Facilities Cluster Study, along with an explanation of the reasons that additional time is required.

6.0 Study Results and True-Up of Study Costs

When completed, the Transmission System Impact and Facilities Cluster Study will include: (a) the projected system impacts resulting from the Completed Applications studied in the cluster; (b) the projected Network Upgrades necessary to be constructed as a result of those system impacts; (c) an estimate of total cost of the Network Upgrades; (d) an estimate of each Eligible Customer's pro rata share of those Network Upgrade costs based on the kW of Reserved Capacity requested by each Eligible Customer; and (e) an estimate of the time required to complete construction and initiate the service requested.

To the extent the total actual cost of the completed Transmission System Impact and Facilities Cluster Study is less than the previously-estimated cost, IID

shall refund to each Eligible Customer its pro rata share of the difference within thirty (30) calendar days of receipt by the Eligible Customer of the Transmission System Impact and Facilities Cluster Study. To the extent the total actual cost of the completed Transmission System Impact and Facilities Cluster Study is greater than the previously-estimated cost, each Eligible Customer shall pay its pro rata share of the difference within thirty (30) calendar days of receipt of the Transmission System Impact and Facilities Cluster Study by the Eligible Customer. If the Eligible Customer fails to do so, its application shall be deemed withdrawn and removed from IID's transmission queue. In that event, IID shall deduct the pro rata amount of the completed Transmission System Impact and Facilities Cluster Study cost which such formerly Eligible Customer failed to pay from that formerly Eligible Customer's transmission service deposit and, following such deduction, return the remaining amount of the deposit to that formerly Eligible Customer.

7.0 Transmission Service Agreement

A Transmission Service Agreement must be executed by the Eligible Customer and returned to IID within thirty (30) calendar days of receipt of the Transmission System Impact and Facilities Cluster Study, along with a letter of credit equivalent to the pro rata share of the costs of the Network Upgrades which IID estimated for that Eligible Customer. If the Eligible Customer fails to do so, its application shall be deemed withdrawn and removed from IID's transmission queue.

In the event any such withdrawal occurs, IID anticipates that the total system impacts and associated Network Upgrade costs would decrease; however, to the extent that any Network Upgrade costs remain uncovered as a result of the withdrawal, IID shall have the right to reallocate those costs to the remaining Transmission Customers in the cluster which have executed Transmission Service Agreements. Each remaining Transmission Customer will have an opportunity to recoup payments it makes for the costs of Network Upgrades to IID's Transmission System through transmission rate credits provided by IID for the Long-Term Firm Point-to-Point Transmission Service taken over the IID network facilities, which were upgraded pursuant to the Open Season, in accordance with Section 11.0 of this Attachment M.

8.0 Construction and Payment Schedule for Network Upgrades

IID will establish a schedule for IID to construct the Network Upgrades on IID's Transmission System and for Transmission Customers to pay the costs of constructing Network Upgrades in phases. This schedule may be supplemented by IID, from time to time, as IID determines to be reasonably necessary. To the extent that a Transmission Customer fails to pay its pro rata share of the actual construction costs, within thirty (30) calendar days of receipt of a billing invoice from IID, IID may draw upon that Transmission Customer's letter of credit to pay the invoiced costs, pending the outcome of any dispute resolution procedure initiated by the Eligible Customer under Section 12 of IID's Tariff.

9.0 Third-Party System Additions

IID shall not be responsible for making arrangements for any necessary engineering, permitting, and construction of transmission or distribution facilities of any other entity or for obtaining any regulatory approval for such facilities. IID will undertake reasonable efforts to assist the Transmission Customer in obtaining such arrangements, including without limitation, providing any information or data required by such other electric system pursuant to Good Utility Practice.

10.0 Coordination of Third-Party System Additions

If the addition of substantially-related transmission facilities on other systems is necessary, IID shall have the right to coordinate construction on its own Transmission System with the construction required by others. IID, after consultation with each Transmission Customer and representatives of such other systems, may defer construction of IID's new transmission facilities, if the new transmission facilities on another system cannot be completed in a timely manner.

Consistent with Section 21.2 of IID's Tariff, IID shall notify the Transmission Customer in writing of the basis for any decision to defer construction and the specific problems which must be resolved before it will initiate or resume construction of new facilities. Within sixty (60) calendar days of receiving written notification by IID of its intent to defer construction, the Transmission Customer may challenge the decision in accordance with the dispute resolution procedures in Section 12 of IID's Tariff.

11.0 Transmission Rate Credits

The Transmission Customer shall be entitled to a cash repayment, equal to the total amount it paid to IID for the Network Upgrades on IID's Transmission System, through transmission rate credits provided by IID when transmission service is taken by the Transmission Customer on the IID network facilities which were upgraded pursuant to the Open Season; The Transmission Customer shall receive these credits, on a dollar-for-dollar basis for the non-usage sensitive portion of transmission charges, as payments are made under IID's Tariff for Long-Term Firm Point-to-Point Transmission Service taken by the Transmission Customer on the upgraded IID network facilities in accordance with the Long-Term Firm Point-to-Point Transmission Service Agreement executed by the Transmission Customer pursuant to the Open Season. In no event shall IID be obligated to: (i) pay interest on the credits; (ii) provide duplicative credits to a Transmission Customer relating to the same Network Upgrade costs for which credits are already provided to an Interconnection Customer (as described in Section 11.4 of IID's Standard Generation Interconnection Agreement); or (iii) provide the credits for a period that extends beyond twenty (20) years from the date that service commences under the Long-Term Firm Point-to-Point Transmission Service Agreement executed by the Transmission Customer pursuant to the Open Season.

The Transmission Customer may assign its right to receive transmission rate credits, for Long-Term Firm Transmission Service taken on the IID network facilities which were upgraded pursuant to the Open Season, to other persons. Also, IID and the Transmission Customer may adopt alternative arrangements for the repayment of the Network Upgrade costs on IID's Transmission System; provided such alternative arrangements are mutually acceptable to both IID and the Transmission Customer and the repayment period does not extend beyond twenty (20) years from the date that service commences under the Long-Term Firm Point-to-Point Transmission Service Agreement executed by the Transmission Customer pursuant to the Open Season.

12.0 Waiver of Tariff Provisions on Non-Discriminatory Basis

This Attachment M is intended to govern procedures used by IID for conducting Open Seasons and studying transmission service requests in a cluster. Therefore, to the extent any other provisions in IID's Tariff are inconsistent with the Open Season and cluster study procedures in this Attachment M or the Agreements required to be executed pursuant to this Attachment M, those

provisions shall not apply and IID may waive any such provisions on a non-discriminatory basis.