

10. Termination of the Agreement

10.1. In addition to any other rights and remedies available to either Party, either Party may terminate this Agreement if:

- (a) performance of either Party under this Agreement is frustrated; or
- (b) either Party has breached this Agreement such that substantially the whole benefit from this Agreement is lost to the other Party.

10.2. Frustration under this Agreement shall include, but is not limited to:

- (a) any final action by a court of competent jurisdiction, after all appeals have been finally determined or the time for appealing has expired, which invalidates or makes this Agreement unenforceable on the petition of a third party;
- (b) any action of the Canadian Government or the United States Government which rescinds either Party's or its successor's authority to perform under this Agreement or a failure to provide a party authorized and able to perform under this Agreement.

IN WITNESS WHEREOF the Parties have caused this Agreement to be executed.

Executed for the Bonneville Power Administration, Acting on Behalf of the U.S. Entity, this

29th day of March, 1999,

By: J. A. Johansen

Judith A. Johansen

Administrator and Chief Executive Officer

The Bonneville Power Administration