LETTER OF UNDERSTANDING

Shared NMS Infrastructure and Support

This document will serve as an agreement for personnel employed by Georgia Power Company (GPC) to support and maintain the NMS system that both Mississippi Power Company (MPC) and Georgia Power Company (GPC) use. This agreement will be considered perpetual until any of the afore mentioned companies request a revision or termination.

SCOPE OF WORK

The scope of work includes the sharing of common NMS infrastructure (Pink Zone) and the day-to-day support and future upgrades of NMS by Georgia Power Company.

NMS Infrastructure (Pink Zone) is an OT supported infrastructure. Pink Zone is supported by GPC DSCADA. Pink Zone was designed following SOCO Network Security standards. The infrastructure includes servers, clusters, monitoring, redundancy equipment and corresponding deduplicating storage appliances.

Items included in the Pink Zone as part of NMS Infrastructure that are part of this agreement include:

- Oracle NMS Hardware and Software installed prior to MPC joining the NMS Upgrade project.
- DSCADA/NMS Network Security Hardware
- Deduplicating Storage appliances

1. Annual GPC Support Labor:

The estimated labor for the annual support cost is determined by a fixed work plan study of the GPC employees supporting MPC NMS and the associated shared infrastructure. MPC's cost allocation of the GPC shared labor is determined using the customer allocation method in accordance with standard Southern Company accounting principles. The percent allocation will be adjusted each year by SCS Accounting based upon the number of customers at each company. GPC will review and update the fixed work plan study in January of each year.

2. Equipment and Software:

GPC and MPC are responsible for the purchase of hardware sitting on the GPC DSCADA Network related to NMS (Pink Zone). Oracle NMS software/licenses and annual Oracle software maintenance fees needed for their instance of the system are covered by SCS.

In some cases, infrastructure equipment may be shared by the two companies due to common hosting and support on the NMS network environment (Pink Zone). When equipment is deemed to be shared, the cost to each company will be based upon the customer allocation method in accordance with standard Southern Company accounting principles. The percent allocation will be adjusted each year based upon the customers at each company. When equipment already purchased by one company is shared, standard depreciation rates will be factored into the buy-in cost.

3. NMS Model Build and Reporting:

MPC will create and maintain their model used in NMS. In addition, MPC will produce their own historical reports and analytics.

4. Planning and Budgeting:

Meetings will be held as necessary to ensure adequate funds are budgeted and forecasted by GPC and MPC in support of NMS. Budget forecast meetings will be held, at a minimum, annually in the June timeframe to identify shared infrastructure needs for the upcoming budget cycle, as well as wholly owned equipment needs.

5. GPC DSCADA Network:

The OT segmented GPC DSCADA Network will be supported and maintained by the SCS PD Specialized Infrastructure (PDSI) team and will provide OT separation from the TO corporate enterprise network.

6. Accounting and Billing:

Shared labor cost will be directly charged each pay period through fixed work plans for the GPC employees supporting MPC NMS as described in section 1.

Shared hardware will be charged to the appropriate OPCo account when purchased based on the current customer accounting method as described in section 2.

APPROVED: _____ DATE: _____
Jason Acosta – GPC Manager, PD Operations Support

APPROVED: _____ DATE: _____
Scott Chaswell– MPC Manager, PD Operations