

**AGREEMENT FOR REIMBURSEMENT
OF FACILITY RELOCATION COSTS**

WHEREAS, the Village of Orland Park, Illinois (the "Village") is engaged in a project involving the widening and improvements of the 143rd Street right-of-way in the Village, including relocation of utilities; and

WHEREAS, it is necessary for Commonwealth Edison Co. ("ComEd") to place an above-ground switchgear facility on property owned by the Norfolk Southern Railway, said property located at the southwest corner of 143rd Street and Beacon Avenue in the Village; and

WHEREAS, ComEd and Norfolk Southern Railway are willing to enter into a License Agreement allowing for the placement of the switchgear facility on said Norfolk Southern Railway property provided ComEd is assured of reimbursement of costs associated with relocation of the switchgear facility should such relocation be made necessary by termination of the License Agreement by Norfolk Southern Railway.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. **REIMBURSEMENT OF RELOCATION COSTS.** In the event the above-referenced License Agreement is terminated for any reason and as a result thereof, ComEd is obligated to remove its switchgear and related facilities from the Norfolk Southern Railway property, the Village shall promptly reimburse ComEd for the actual costs reasonably incurred by ComEd associated with such relocation in accordance with this Agreement.

2. **NOTICE.** In the event ComEd shall receive notice from Norfolk Southern Railway that the License Agreement is, or about to be, terminated, ComEd will promptly notify the Village in writing of such action addressed to:

Village of Orland Park
14700 S. Ravinia Avenue
Orland Park, Illinois 60462
Attn: Village Manager

and include in such notice ComEd's estimate of the costs about to be incurred for such removal.

3. COPIES OF INVOICES. At such time as ComEd has completed the relocation of the switchgear facility and is requesting reimbursement from the Village for the cost thereof, ComEd will provide the Village with copies of all invoices, receipts, etc., supporting the amount of reimbursement so requested.

Dated this _____ day of _____, 2010.

COMMONWEALTH EDISON CO.,
Illinois corporation

VILLAGE OF ORLAND PARK,
an Illinois municipal corporation

By: _____
Authorized Officer

By: _____
Authorized Officer