

**TRANSACTION CONFIRMATION
TO BASE CONTRACT FOR THE PURCHASE OF NATURAL GAS
GENERAL TERMS AND CONDITIONS ("Contract")**

THIS TRANSACTION CONFIRMATION ("Confirmation") is made and entered into as of December 16, 2016 by and between National Fuel Resources, Inc. with its principal office at 165 Lawrence Bell Drive, Suite 120, Williamsville, NY 14221 ("Seller") and Warren County School District ("Buyer"). This Confirmation shall be subject to the Contract between Seller and Buyer dated August 19, 2010.

SELLER:

National Fuel Resources, Inc.

PAYMENTS & INQUIRIES TO:

Attn: Accounts Receivable
P.O. Box 9072

Williamsville, NY 14231

Phone: 716/630-6786

Fax: 716/630-6744

BUYER:

Warren County School District

INVOICES & INQUIRIES TO:

Attn: Accounts Payable
ADMINISTRATION OFFICE

6820 Market St
Russell, Pa 16345

Phone: 814-723-6900

Fax: 814-723-7548

SERVICE LOCATION(S) & ACCOUNT NUMBER(S):	Please See Attachment 1 (11 Accounts)
QUANTITY:	Contracted Monthly Usage is set forth in Attachment 1
TERM:	36 months beginning on the first eligible meter reading date on or after January 1, 2017
PRICE:	VARIABLE PRICE Monthly NYMEX Last Day Settle plus \$-0.529 per DTH delivered to the Citygate This price is subject to all applicable taxes.
SPECIAL CONDITIONS:	1. Seller and Buyer agree that the following changes to the Contract shall be effective for the term stated in this Transaction Confirmation: Sections 4(b)(i) and (ii) are deleted and replaced with the following: (i) Over Use. If Buyer consumes in excess of 110% of Buyer's Contracted Monthly Usage for gas being supplied in any month for such gas account then Buyer agrees to pay Seller for such excess at the Variable Price presently in effect (or previously in effect if Buyer has locked-in 100% of its Contracted Monthly Usage at a Converted Price or Triggered Price) as set forth in a Transaction Confirmation (or at the Fixed Price if no Variable Price was established), provided however, that Seller reserves the right to charge a per Dth price for such excess equal to the sum of: the average of the daily Dominion, South Point midpoint prices during the month, as published in Platts Gas Daily, plus applicable FERC approved transportation costs (incl. fuel and loss retention) ("Market Price - Over Use") for delivery from such point to the Delivery Point, and Buyer agrees to pay at such rate should Seller exercise its right unless Market Price - Over Use is defined differently under an effective Transaction Confirmation (in which case the amount set forth in such different definition shall be used instead). (ii) Under Use. If Buyer consumes less than 90% of Buyer's Contracted Monthly Usage for gas being supplied in any month for such gas account resulting in Unused Volumes, Buyer agrees to pay at such time the positive difference, if any, between the applicable Price less the Market Price - Under Use (as defined herein), per Dth, for such Unused Volumes. The Market Price - Under Use shall equal the sum of: the average of the daily Dominion, South Point midpoint prices during the month, as published in Platts Gas Daily, less applicable FERC approved transportation costs (incl. fuel and loss retention) for delivery from such point to the Delivery Point unless Market Price - Under Use is defined differently under an effective Transaction Confirmation (in which case the amount set forth in such different definition shall be used instead).

This Transaction Confirmation may be executed by facsimile.

SELLER:

National Fuel Resources, Inc.

Signature:

Name: Bruce D. Heine

Title: Senior Vice President

Date:

Rep: Bob Fullio

BUYER:

Warren County School District

Signature:

Name: Donna L. Zariczny

Title: Board President

Date:

12/22/16

Warren County School District

Contracted Burnertip Volumes (DTH) Calendar Month Basis

ATTACHMENT 1

Account #	Service Location(s)	Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
1 129831090	2 3rd Avenue Columbia Beaty MS, Warren, PA	2017-18	863.8	932.1	898.0	618.4	409.3	222.3	63.3	28.2	23.2	36.2	277.0	562.0	4,933.8
		2018-19	863.8	932.1	898.0	618.4	409.3	222.3	63.3	28.2	23.2	36.2	277.0	562.0	4,933.8
		2019	863.8	932.1	898.0	618.4	409.3	222.3	63.3	28.2	23.2	36.2	277.0	562.0	4,933.8
		Total Volume													14,801.4
2 307191109	21 School Street, Sugargrove, PA 16350	2017-18	224.5	337.4	223.2	156.1	10.5	0.0	0.1	0.1	0.0	0.0	93.0	214.4	1,259.3
		2018-19	224.5	337.4	223.2	156.1	10.5	0.0	0.1	0.1	0.0	0.0	93.0	214.4	1,259.3
		2019	224.5	337.4	223.2	156.1	10.5	0.0	0.1	0.1	0.0	0.0	93.0	214.4	1,259.3
		Total Volume													3,777.9
3 318668509	227 College Street, Youngsville, PA 16371-0000	2017-18	801.4	745.8	556.4	449.4	240.8	64.2	38.5	34.2	43.9	244.0	532.9	527.5	4,279.0
		2018-19	801.4	745.8	556.4	449.4	240.8	64.2	38.5	34.2	43.9	244.0	532.9	527.5	4,279.0
		2019	801.4	745.8	556.4	449.4	240.8	64.2	38.5	34.2	43.9	244.0	532.9	527.5	4,279.0
		Total Volume													12,837.0
4 322393109	104 N Main Street, Clarendon, PA 16365-0000	2017-18	467.6	415.2	293.2	217.2	88.8	23.5	4.3	4.3	21.4	135.9	284.6	319.9	2,275.9
		2018-19	467.6	415.2	293.2	217.2	88.8	23.5	4.3	4.3	21.4	135.9	284.6	319.9	2,275.9
		2019	467.6	415.2	293.2	217.2	88.8	23.5	4.3	4.3	21.4	135.9	284.6	319.9	2,275.9
		Total Volume													6,827.7
5 333441302	232 2nd Street, Youngsville, PA 16365-0000	2017-18	553.2	557.5	387.3	275.0	116.6	33.2	5.4	3.2	13.9	81.3	284.6	314.6	2,625.8
		2018-19	553.2	557.5	387.3	275.0	116.6	33.2	5.4	3.2	13.9	81.3	284.6	314.6	2,625.8
		2019	553.2	557.5	387.3	275.0	116.6	33.2	5.4	3.2	13.9	81.3	284.6	314.6	2,625.8
		Total Volume													7,877.4
6 366482702	222 Pickering Street, Sheffield, PA 16365	2017-18	328.9	285.0	256.4	181.9	21.9	5.7	2.4	4.0	4.0	4.8	83.7	198.6	1,377.3
		2018-19	328.9	285.0	256.4	181.9	21.9	5.7	2.4	4.0	4.0	4.8	83.7	198.6	1,377.3
		2019	328.9	285.0	256.4	181.9	21.9	5.7	2.4	4.0	4.0	4.8	83.7	198.6	1,377.3
		Total Volume													4,131.9
7 373620602	678 W Main Street, Sheffield, PA 16347-4618	2017-18	898.8	829.3	593.9	421.6	207.6	21.4	22.5	2.1	49.2	170.1	484.7	624.9	4,326.1
		2018-19	898.8	829.3	593.9	421.6	207.6	21.4	22.5	2.1	49.2	170.1	484.7	624.9	4,326.1
		2019	898.8	829.3	593.9	421.6	207.6	21.4	22.5	2.1	49.2	170.1	484.7	624.9	4,326.1
		Total Volume													12,978.3
8 376881809	3700 Route 957, Farmington, PA 16365-0000	2017-18	1,362.1	1,316.1	816.4	623.8	336.0	70.6	28.9	26.8	44.9	359.5	802.5	817.5	6,605.1
		2018-19	1,362.1	1,316.1	816.4	623.8	336.0	70.6	28.9	26.8	44.9	359.5	802.5	817.5	6,605.1

		2019	1,362.1	1,316.1	816.4	623.8	336.0	70.6	28.9	26.8	44.9	359.5	802.5	817.5	6,605.1	
		Total Volume													19,815.3	
9	376881907	349 E 5th Avenue, Glade, PA 16365	2017-18	2,828.0	2,595.8	1,591.1	1,194.1	557.5	73.8	34.2	30.0	89.9	543.6	1,514.1	1,596.4	12,648.5
			2018-19	2,828.0	2,595.8	1,591.1	1,194.1	557.5	73.8	34.2	30.0	89.9	543.6	1,514.1	1,596.4	12,648.5
			2019	2,828.0	2,595.8	1,591.1	1,194.1	557.5	73.8	34.2	30.0	89.9	543.6	1,514.1	1,596.4	12,648.5
		Total Volume														37,945.5
10	571761302	6820 Market Street, Russell, PA	2017-18	391.6	363.8	246.1	198.0	82.4	12.8	5.4	6.4	7.5	105.9	234.3	263.2	1,917.4
			2018-19	391.6	363.8	246.1	198.0	82.4	12.8	5.4	6.4	7.5	105.9	234.3	263.2	1,917.4
			2019	391.6	363.8	246.1	198.0	82.4	12.8	5.4	6.4	7.5	105.9	234.3	263.2	1,917.4
		Total Volume														5,752.2
11	683093009	25 Conewango Avenue, Warren, PA 16365	2017-18	109.0	138.8	72.6	48.0	12.3	11.6	3.4	2.9	5.2	17.5	64.1	70.5	555.9
			2018-19	109.0	138.8	72.6	48.0	12.3	11.6	3.4	2.9	5.2	17.5	64.1	70.5	555.9
			2019	109.0	138.8	72.6	48.0	12.3	11.6	3.4	2.9	5.2	17.5	64.1	70.5	555.9
		Total Volume														1,667.7
Attachment 1 Totals:			2017-18	8,828.9	8,516.8	5,934.6	4,383.5	2,083.7	539.1	208.4	142.2	303.1	1,698.8	4,655.5	5,509.5	42,804.1
			2018-19	8,828.9	8,516.8	5,934.6	4,383.5	2,083.7	539.1	208.4	142.2	303.1	1,698.8	4,655.5	5,509.5	42,804.1
			2019	8,828.9	8,516.8	5,934.6	4,383.5	2,083.7	539.1	208.4	142.2	303.1	1,698.8	4,655.5	5,509.5	42,804.1
		Total Volume		26,486.7	25,550.4	17,803.8	13,150.5	6,251.1	1,617.3	625.2	426.6	909.3	5,096.4	13,966.5	16,528.5	128,412.3

Donna L. Zariczny

Name (Please Print)



Signature

12/22/16

Date