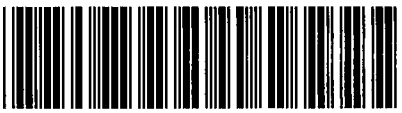

Control Number: 35077

Item Number: 1276

Addendum StartPage: 0

PUC Project No. 35077

Second Amendment to the

AMENDED AND RESTATED ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT

Between

LCRA Transmission Services Corporation,
CED Upton County Solar, LLC
and
VESI Upton County BESS, LLC

Dated
May 24, 2021

SECOND AMENDMENT TO THE AMENDED AND RESTATED ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT

This Second Amendment ("Amendment") is made and entered into this 24 day of May 2021, by and among the LCRA Transmission Services Corporation ("Transmission Service Provider" or "TSP") and CED Upton County Solar, LLC ("Upton County Solar") and VESI Upton County BESS, LLC (f/k/a: CED Upton County BESS, LLC, "Upton County BESS"), Hereinafter individually referred to as "Party," and collectively referred to as "Parties."

WHEREAS, the Transmission Service Provider and Upton County Solar, LLC (f/k/a: SP-TexasSun2, LLC) entered into that certain ERCOT Standard Generation Interconnection Agreement executed October 29, 2015, as amended by that certain Amendment No. 1 to Interconnection Agreement, dated as of May 26, 2017, and as amended by that certain Amended and Restated ERCOT Standard Generation Interconnection Agreement, dated as of May 1, 2020, and as amended by that certain First Amendment to the Amended and Restated ERCOT Standard Generation Interconnection Agreement, dated as of November 16, 2020 (collectively, as amended, the "Agreement");

WHEREAS, pursuant to Sections 4.2 and 4.3 of Exhibit "A" of the Agreement, Generator has provided TSP with written authorization and the financial security to proceed with the design, procurement, and construction of the TIF as detailed in Exhibit "C"; and

WHEREAS, the Generator notified TSP of a change in the design of the Plant as contemplated in the Agreement;

WHEREAS, the Generator notified TSP of a change in the Commercial Operation date as originally contemplated in the Agreement.

NOW, THEREFORE, in consideration of the mutual promises and undertakings herein set forth, the Parties agree to amend the Agreement as follows:

1. Article 10.15 of Exhibit "A" to the Agreement is hereby deleted in its entirety and replaced with the following:

   "10.15 Indemnification and Liability. The indemnification and liability provisions of the PUCT Rule 25.202(b)(2) or its successor shall govern this Agreement."

2. Exhibits "B", "C", "C2", and "D" are deleted in their entirety and the Exhibits "B", "C", "C2", and "D" attached to this Second Amendment are hereby added to the Agreement in lieu thereof.

3. This Amendment will become effective upon execution by both Parties.

Except as otherwise expressly provided for herein, the Agreement will continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed in several counterparts, each of which shall be deemed an original, but all shall constitute one and the same instrument.

CED UPTON COUNTY SOLAR, LLC

By: Mark Noyes

Signature:_____

Title: President

Date: _____

VESI UPTON COUNTY BESS, LLC

By: Connie Stechman

Signature: Connie Stechman

Title: Secretary

Date: May 24, 2021

LCRA Transmission Services Corporation

By: Sergio Garza, P.E.

Signature:_____

Title: Vice President, LCRA Transmission Design and Protection

Date: _____

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed in several counterparts, each of which shall be deemed an original, but all shall constitute one and the same instrument.

CED UPTON COUNTY SOLAR, LLC

By: Mark Noyes

Signature: DocuSigned by: Mark Noyes C14135CDD4F6444

Title: President and CEO

Date: 5/24/2021

VESI UPTON COUNTY BESS, LLC

By: Connie Stechman

Signature: _____

Title: Vice President, Finance

Date: _____

LCRA Transmission Services Corporation

By: Sergio Garza, P.E.

Signature: Sergio Garza Sergio Garza (May 25, 2021 12:58 CDT)

Title: Vice President, LCRA Transmission Design and Protection

Date: May 25, 2021

Exhibit "B"
Time Schedule

Interconnection Option chosen by Upton County BESS (check one): _X_ Section 4.1.A. or____ Section 4.1.B

If Section 4.1.B is chosen by Upton County BESS, the In-Service Date(s) was determined by (check one): (1) __N/A__ good faith negotiations, or (2)__N/A__ Designated by Generator upon failure to agree.

Date by which Upton County BESS must provide written notice to proceed with design, procurement and construction and provide security, as specified in Sections 4.2 and 4.3, of Exhibit "A", so that TSP may maintain schedule to meet the In-Service Date: **April 30, 2020**

In - Service Date(s): **July 15, 2021**

Scheduled Trial Operation Date: **July 30, 2021**

Scheduled Commercial Operation Date: **September 1, 2021**

If Upton County BESS: i) notifies TSP that it does not intend to complete the full build-out of its Plant to achieve Commercial Operation as set forth in this Exhibit "B"; or ii) fails to complete the Commercial Operation of its Plant by September 1, 2021, then the Agreement shall be amended to define the Plant(s) in Exhibit "C" Item 4 to mean the Plants as then constructed and connected to the TIF and shall exclude any uncompleted portion of the Plant that remains to be built-out.

Due to the nature of the subject of this Agreement, Upton County BESS and TSP may mutually agree to change the dates and times of this Exhibit B.

Exhibit "C"
Interconnection Details

1. Name: CED Upton County Solar, LLC and VESI Upton County BESS, LLC (SP-TX-12B)

2. Point of Interconnection location: The Point of Interconnection is at the end of the TSP's existing radial 138-kV T639 transmission line extending from the TSP's Castillo Substation ("TSP Substation") located in Upton County, TX, at the approximate location shown in Exhibit "C3". The Point of Interconnection, shown on Exhibit "C1" and Exhibit "C2" shall be the physical point where the TSP's 138-kV transmission facilities are connected to the GIFs. This point is more specifically defined as being located at the 4-hole pad terminals on the dead-end assembly where the Generators' 138-kV radial circuit connects to TSP's interconnecting dead-end transmission structure on the TSP's radial line ("POI Structure").

3. Delivery Voltage: 138-kV

4. Number and size of Generating Units ("The Plants"): The Plants are a solar generation and a Battery Energy Storage System ("BESS") facility with one Point of Interconnection to the grid. The Plants combined nominal rating will be approximately 182.62-MW of AC power (with a maximum rating of 182.62-MW) at the Point of Interconnection, and consists of the following inverters and their respective connections:

5. Type of Generating Unit:

Facility Name	IA MWs	# Inverters	Inverter Rating (MW)	Inverter Mfg.	Inverter Model#
Upton County Solar, LLC	156.0	78	2.0	KACO	BP2200 TL3
Upton County Solar, LLC	1.5	1	1.5	KACO	BP1500 TL3
Upton County BESS, LLC	25.12	8	3.14	SMA	SCS3950-UP-US
Total	**182.62**				

6. Metering Equipment:

   A. A total of two (2) EPS metering points shall be provided by TSP. One is currently located at the Generators' 138-kV interconnection substation; however an additional WSL EPS meter point will be located on the Upton County BESS 34.5-kV collector circuit at the Generators' 138-kV interconnection substation as part of the TIF. 138-kV and 34.5-kV extended range, metering current transformers will be used to accurately

read the generation energy and power delivered to the grid and the auxiliary or non-WSL energy and power that the Plants and GIFs may consume from the 138-kV ERCOT Transmission Grid through the Point of Interconnection. Three 138-kV metering accuracy voltage transformers are also installed by the TSP for the EPS Metering Facilities. The EPS metering panel containing primary and backup EPS meters furnished by the TSP, is located in the control building of the Generators' 138-kV interconnection substation. Additional primary and backup EPS meters for the WSL shall be furnished by the TSP and will be located in a suitable space allocated by Generator in the control building of the Generator's 138-kV interconnection substation. The Generator shall install, for TSP's use, adequately rated instrument transformers to accurately meter the WSL. Upton County BESS shall, no fewer than one hundred twenty (120) days prior to the In-Service Date, provide, for TSP's review and approval, the necessary equipment specifications, factory test reports, vendor cut-sheets and any other engineering drawings for the aforementioned 34.5-kV instrument transformers to be installed by Upton County BESS and used by TSP to meter the WSL. The Generators shall provide the foundations, adequately grounded equipment stands, and electrical bus / jumpers for TSP's 138-kV instrument transformers in the Generators' station. The Generators shall provide suitable conduit paths between the TSP's 138-kV instrument transformers and the Generators' control building for TSP's use. The Generators shall also provide cable and suitable conduit paths between the Generators' 34.5-kV WSL instrument transformers and the Generators' control building for TSP's use in metering the WSL. If the Generators' 138-kV circuit from the Point of Interconnection to the TSP's metering point is over 400 yards long, then the Generator shall supply TSP with the Generators' 138-kV line impedance parameters in order for TSP to employ line loss compensation in the TSP owned EPS meters to reflect the actual metered consumption adjusted for line losses to the Point of Interconnection. The allocation of the EPS meter data to each generating entity is the responsibility of each Generator and will be made in accordance with Section 10 of the ERCOT Nodal Protocols, or its successor.

7. Telemetry Equipment:

A. A remote terminal unit ("RTU") is furnished by the TSP at the TSP Substation as part of the TIF and will provide applicable breaker status and other telemetry data to ERCOT as required by the ERCOT Nodal Operating Guides.

B. An RTU(s) shall be furnished by each Generator at the Generator's interconnection substation(s) as part of the GIF and will provide breaker status and other telemetered data to ERCOT as required by the ERCOT Nodal Operating Guides. Each Generator is responsible for determining and providing all their RTU communications needs.

8. Generator Interconnection Facilities: The GIF shall consist of the following major equipment, at a minimum:

A. Generator's facilities. The following facilities are owned by each respective Generator as part of each Generator's GIF:

1. Generator's collector substation(s) including 34.5-kV collector circuit breaker(s) and associated protection package(s) as well as 34.5-kV metering current transformers and 34.5-kV metering accuracy voltage transformers for TSP's use in metering the WSL;

2. Suitable conduit paths from the Generator's control building to the Generator owned 34.5-kV extended range current transformers associated with the WSL and 34.5-kV metering accuracy voltage transformers with review and acceptance of design by TSP;

3. Multi-ported RTU(s) and panels to provide breaker status, telemetry and energy data from the Generator's interconnection substation(s) to the Plant, Generator and ERCOT; and

4. Associated structures, bus-work, conductor, connectors, grounding, conduit, control cable, foundation work, perimeter fencing, grading/dirt work and any appurtenances necessary for construction and operation of the Generator's facilities.

B. Shared Facilities. The following facilities are jointly owned and jointly used by the Generators and connected to the Point of Interconnection:

1. A full tension, dead-end, 138-kV "H" frame structure at the Generator's interconnection substation with accommodations for mounting TSP's OPGW rack and fiber optic splice can. (Generator shall coordinate the height of this structure, the arrangement of the phases, and the location of the structure with LCRA TSC);

2. One 138-kV circuit approximately 0.064 miles in length, consisting of 795kcmil ACSR phase conductors rated at 216.79MVA with necessary material to dead-end and connect to TSP's interconnecting structure at the Point of Interconnection. Generator shall accommodate TSP's OPGW along this 138-kV circuit with review and acceptance of the design by TSP;

3. Generator's interconnection substation(s) including control building(s), 138-kV step-up transformer(s), transformer protection package(s), 138-kV circuit breaker(s), 138-kV line disconnect switch(es), and protective relaying panels for the Generator's portion of the 138-kV line that will coordinate with the TSP's line protection panel(s) at the TSP Substation.

4. Adequately grounded equipment stands, foundations, necessary bus work and jumpers for mounting and connecting TSP owned 138-kV extended range

current transformers and 138-kV metering accuracy voltage transformers with review and acceptance of design by TSP;

5. Suitable conduit paths from the Generator's control building to the TSP owned 138-kV extended range current transformers and 138-kV metering accuracy voltage transformers with review and acceptance of design by TSP;

6. Suitable conduit paths from the Generator's control building to the TSP owned fiber optic splice can located on the Generator's 138-kV "A" frame dead-end structure described in item D above with review and acceptance of design by TSP;

7. Suitable floor space in Generator's control building for TSP's EPS metering panel(s), fiber optic patch panel and communication panel(s);

8. Dual 125VDC or 48VDC power supply circuits from suitable Generator provided DC circuit breakers; and

9. Associated structures, bus-work, conductor, connectors, grounding, conduit, control cable, foundation work, perimeter fencing, grading/dirt work and any appurtenances necessary for construction and operation of the Shared Facilities.

9. Transmission Interconnection Facilities: The TIF shall consist of, without limitation, the following facilities and appurtenances:

A. Two (2) Three-pole dead-end transmission structures for the transmission line cut-in;

B. One (1) 138-kV Castillo Substation which includes the following directly related TIF:

1. Three (3) substation A-frame structures within TSP Substation;

2. 138-kV bus including bus supports and foundations;

3. Ten (10) 84-kV MCOV surge arresters;

4. Nine (9) 138-kV Coupling Capacitor Voltage Transformers;

5. One (1) 138-kV Power Voltage Transformer;

6. Three (3) 145-kV, 3000A, 40kAIC circuit breakers with foundations and protective relay panels;

7. Ten (10) 138-kV, 3000A three-pole switches with supporting structures and foundations;

8. Three (3) 138-kV, 2000A three-pole line disconnect switch with stand and foundation;

9. One (1) control building with foundation;

10. Multi-ported RTU(s) and panels to provide breaker status, telemetry and energy data;

11. EPS Metering Facilities which will include the following:

    (a) EPS metering panel(s);

    (b) Two (2) EPS meters (one primary meter and one backup meter);

    (c) Three (3) 138-kV extended range metering current transformers;

    (d) Three (3) 138-kV metering class voltage transformers.

12. WSL EPS Metering Facilities which will include the following:

    (a) WSL EPS metering panel; and

    (b) Two (2) WSL EPS meters (one primary meter and one backup meter).

C. One (1) 138-kV T639 radial transmission line with OPGW and necessary structures approximately 0.99 miles in length from the TSP Substation to the Point of Interconnection; and

D. Fiber optic cable (Corning SMF-28e or equivalent 24 fiber, single-mode, fiber optic OPGW) from Generator's interconnection substation control building to the TSP Substation control building complete with OPGW cable splice boxes, facility entry cables and patch panels on each end.

The above lists are not intended to be complete lists of all facilities that are part of the TIF. Items 11 and 12 above will be located in the Generator's interconnection substation.

10. Telecommunication Facilities: Generators shall, in accordance with ERCOT Requirements and Good Utility Practice, provide communications facilities that are, or may in the future be, necessary for effective interconnected operation of their respective Plant and GIF with the transmission system. The TSP shall own and be responsible for installation, operation, and maintenance of fiber optic communication facilities between each Generator's transmission voltage substation and the TSP's Castillo Substation complete with cable splice boxes; facility entry cable and fiber patch panels on each end for utilization by both TSP and Generators. Generators shall provide TSP with space in the Generators' control building to terminate the TSP's fiber optic communications. The

Generator shall provide TSP with dual 125VDC power supply circuits with breakers or provide 48VDC power supply circuits with breakers in the Generator's control house for TSP's use. The TSP shall provide the dedicated channels or fiber pairs for necessary items including Generators' 138-kV radial circuit protective relaying, TSP's WSL EPS metering, and Remedial Action Scheme communications. Voice communications provided by the Generators shall at a minimum include one POTS (plain old telephone service) or equivalent voice circuit in the Generators' substation control buildings.

11. System Protection Equipment:

A. Generators will provide line protection panel(s) for Generators' 138-kV radial circuit at Generators' facility, which will coordinate with the TSP's line protection panel(s) at the TSP Substation.

B. Generators will be responsible for the proper synchronization of their respective facilities with the TSP's transmission system, in accordance with ERCOT guidelines.

C. The Plants and the GIFs shall be designed to isolate any fault, or to disconnect from or isolate any abnormality that would negatively affect the ERCOT System. The Generators shall be responsible for protection of their respective facilities. In particular, Generators shall provide relays, circuit breakers, and all other devices necessary to promptly remove any fault contribution of the generation equipment to any short circuit occurring on the TSP system. Such protective equipment shall include, without limitation, a disconnect device or switch with the appropriate interrupting capability to be located within the GIFs. In addition to faults within the Plants and the GIFs, Generators shall be responsible for protection of such facilities from such conditions as negative sequence currents, over or under frequency, sudden load rejection, over or under voltage, generator loss of field, inadvertent energization (reverse power) and uncleared transmission system faults.

D. The Plants and the GIFs shall have protective relaying that is consistent with the protective relaying criteria described in the ERCOT Requirements and NERC standards. If requested by the TSP, Generators shall, at their expense, timely provide corrections, upgrades, or additions to existing control and protective equipment required to protect the ERCOT System or to comply with government, industry regulations, or standard changes.

E. The Generators' protective relay design shall incorporate the necessary test switches to enable complete functional testing. The required test switches will be placed such that they allow operation of lockout relays while preventing breaker failure schemes from operating and causing unnecessary breaker operations and tripping generator units.

F. Generators shall install sufficient disturbance and fault monitoring equipment to thoroughly analyze all system disturbances of the generation system. This equipment shall monitor the voltages at major nodes of the system, current at major branches, breaker and switch positions, and enough of the dc logic in the relay control scheme to analyze a system disturbance. The TSP shall provide for disturbance and fault

monitoring equipment in its TSP Substation. The disturbance and fault monitoring for Generators and TSP shall be consistent with the disturbance monitoring requirements described in the ERCOT Requirements and NERC standard.

G. Prior to modifying any relay protection system design or relay setting involving the connecting facilities between the Parties, Generators shall submit the proposed changes to the TSP for review and approval. TSP's review and approval shall be for the limited purpose of determining whether such proposed changes are compatible with the ERCOT Transmission Grid.

H. In accordance with Good Utility Practice and ERCOT and NERC standards, the TSP shall determine requirements for protection of the Point of Interconnection and the zone of protection around the Point of Interconnection and shall specify and implement protection and control schemes as necessary to meet such requirements. Each Generator shall have the right to review and comment on the necessary protection requirements, and such comments shall not be unreasonably refused by the TSP when determining such requirements. The TSP shall coordinate the relay system protection between Generators and the ERCOT system.

I. The Generators shall provide in Aspen One-Liner format the short circuit model for the GIFs, the generators and collector facilities prior to the protective relays settings being calculated and in no case later than 60 days prior to the In-Service Date. Generator data submitted in accordance with Section 7.3 of Exhibit "A" shall include, but not be limited to, (1) a detailed one-line diagram of the proposed Plants and GIFs showing the collector buses and their voltages, (2) conductor types and lengths of all lines connecting the collector buses to the TSP Substation, (3) the total number of inverters to be served by each collector bus, (4) size, make and model of inverters, (5) capacitor bank sizes, locations (electrical) and control settings, and (6) the impedance and rating data of each radial circuit, GSU and/or autotransformer that will be installed to deliver power from the Plants to the ERCOT Transmission Grid.

12. Real Property Rights and Access Road Provisions:

A. The TSP currently owns the property for the LCRA TSC Castillo Substation as well as an associated access easement and a transmission easement for the T639 138-kV radial transmission line as depicted in Exhibit "C3". The TSP Substation is located at 776 Letter B Road in or near the city of McCamey, Texas.

B. Generators shall permit duly authorized representatives and employees of the TSP to enter upon each Generator's premises, subject to the respective Generator's physical and cyber security access practices, procedures and requirements, for the purpose of inspecting, testing, repairing, replacing, renewing, exchanging, upgrading, or removing any or all of the equipment owned by TSP that is located on the Generator's premises or for the purpose of performing any work necessary in the performance of this Agreement.

C. Generators hereby grant to the TSP, permission to install, maintain, and/or operate, or cause to be installed, maintained, and/or operated, on the Generators' premises, the necessary equipment, apparatus, and devices required for the performance of this Agreement, except that Parties shall not connect Transient Cyber Assets or Removable Media into each other's Cyber Assets at the Generator's interconnection substation(s). Any such installation, maintenance, and operation will be performed, except in the case of emergencies, only after a schedule for such activity has been submitted and agreed upon by the Parties.

13. Supplemental Terms and Conditions:

A. Device Numbers, Switching and Clearance:

1. Generators shall obtain prior approval of the TSP before operating any transmission voltage circuit switching apparatus (e.g. switches, circuit breakers, etc.) at the GIFs, whether for testing or for operations of the Plants, which approval shall not be unreasonably withheld, conditioned or delayed.

2. The TSP shall coordinate switching at the Point of Interconnection. Each Party shall be responsible for operation of their respective facilities.

3. In the event a Generator desires to have the ability to operate any directly connected TSP facilities for emergency operations switching, the TSP will provide transmission switching training to Generator personnel along with a copy of the TSP's transmission operations procedure manual ("Red Book") and any subsequent amendments thereto. Generator personnel or their designated agents that are to perform switching of the directly connected TSP facilities must be on the TSP authorized switching list. Generators and the TSP agree to conduct all switching operations of any directly connected TSP facilities in accordance with the Red Book, as it may be changed by the TSP from time to time.

4. Generators will establish: i) unique name(s) for the Generators' substations, unit main transformers and switching station(s) connected at transmission voltage; ii) device numbers for all transmission voltage switches and breakers which will be owned by Generator; and iii) unique names for Generators' generating units, in accordance with ERCOT Requirements. Generators will submit to TSP, within thirty (30) days after execution of this Agreement, its proposed name(s), as referenced in this paragraph. Generators will register the name(s) of the facilities specified in this paragraph and Generator-owned device numbers at ERCOT, in accordance with ERCOT Requirements, and such names and device numbers will be consistent with the names and numbers submitted to TSP. Generators will label the devices, referenced in item (ii) above, with the numbers assigned to such devices.

5. Each Party will keep records of maintenance and switching operations of control and protective equipment associated with this interconnection and will allow the other Party reasonable access to inspect such records.

B. Auxiliary Power Delivery to Generator by TSP: TSP considers the auxiliary energy and power that the Plants and GIFs may from time to time consume from the 138-kV Point of Interconnection to be a retail transaction and as such, the TSP does not intend to be the provider of this retail service. Generators shall make necessary arrangements with the appropriate retail supplier(s) for the energy and power that the Plants and GIFs may consume from the 138-kV ERCOT Transmission Grid through the Point of Interconnection.

C. Notification:

1. Each Generator shall supply notification to the TSP identifying its Qualified Scheduling Entity ("QSE") 120 days prior to the In-Service Date and each Generator shall supply notification to the TSP 60 days prior to any changes in QSE, thereafter.

2. Upon written request from TSP, each Generator shall supply notification to the TSP identifying its retail service provider 120 days prior to the In-Service Date and each Generator shall supply notification to the TSP 60 days prior to any changes in retail service provider, thereafter.

3. In the event of any interruption of service, TSP shall provide prompt notice to the common point of contact (as noted below) for the Generators, of the cause of such interruption and an estimation of when the Plants may be re-connected to the TSP.

4. As a result of Generators' joint use of portions of the GIF, it is expressly agreed that, to the extent any of the Generators desire to refer an operational matter to a QSE in accordance with the ERCOT Protocols, Generators must refer such communications to a single, common QSE for communication to TSP.

5. Generator Dispatch Resource - Generators shall have a common point of contact for operational matters which shall be staffed 24 hours per day, 7 days per week by personnel capable of making operating decisions and possessing the ability to control the Plants, and the GIFs, including making voltage adjustments. TSP's dispatch center personnel will communicate with this common dispatch resource via the telephone and fax numbers shown in item (a) of Exhibit "D".

6. Generators will designate a single common person with whom TSP may communicate on matters not requiring dispatch center communications. Such contact person is designated in item (b) of Exhibit "D".

14. Special Operating Conditions:

A. Quality of Power: Generators shall provide a quality of power into the TSP system consistent with the applicable ERCOT Requirements and NERC guidelines.

B. Harmonics: The Generators' alternating current generating system must have a frequency of 60 Hz, be designed for balanced three-phase operation, not cause unreasonable imbalance on the ERCOT System or the TSP Substation equipment, and adhere to the recommendations in Institute of Electrical and Electronic Engineers Recommended Practices and Requirements for Harmonic Control in Electrical Power Systems (IEEE 519), or its successor.

C. Voltage, Frequency and Reactive Support:

1. Generators shall have and maintain the reactive capability for their respective Plant as required in the ERCOT Requirements.

2. Generators shall be able to remain online during voltage disturbances up to the time periods and associated voltage levels set forth in the ERCOT requirements for Voltage Ride Through (VRT) capability.

3. The Generators shall be equipped with both frequency and voltage controls and shall be operated in synchronism with the TSP's system with such controls in service. Generators shall notify the TSP at any such time that such controls are out of service.

D. ERCOT Operating Arrangements: A special ERCOT-approved operating arrangement such as a Remedial Action Plan or Remedial Action Scheme may be required either prior to, or after, Commercial Operation. The terms "Remedial Action Plan" and "Remedial Action Scheme" shall have the meanings as set forth in the ERCOT Requirements. TSP and ERCOT will examine the need and feasibility of these arrangements in cooperation with the Generators. In the event that ERCOT determines that such an arrangement is required, then TSP, ERCOT, and Generators will cooperate to design and install the necessary facilities, to be operational for the duration of the period where such Remedial Action Plan or Remedial Action Scheme may be necessary.

E. Back-up Power during Point of Interconnection Outage: The Generators acknowledge that this Point of Interconnection may not always be available due to maintenance or other outage activities and at these times of unavailability the loss of both generator output and power delivery to the Generators will not be the responsibility of the TSP. Each Generator is responsible for providing any back-up power sources that it may require due to the unavailability of this Point of Interconnection for any period of time.

Exhibit "C2"
One Line Diagram – TSP Interconnection Facilities, Generation Interconnection Facilities and the Plants

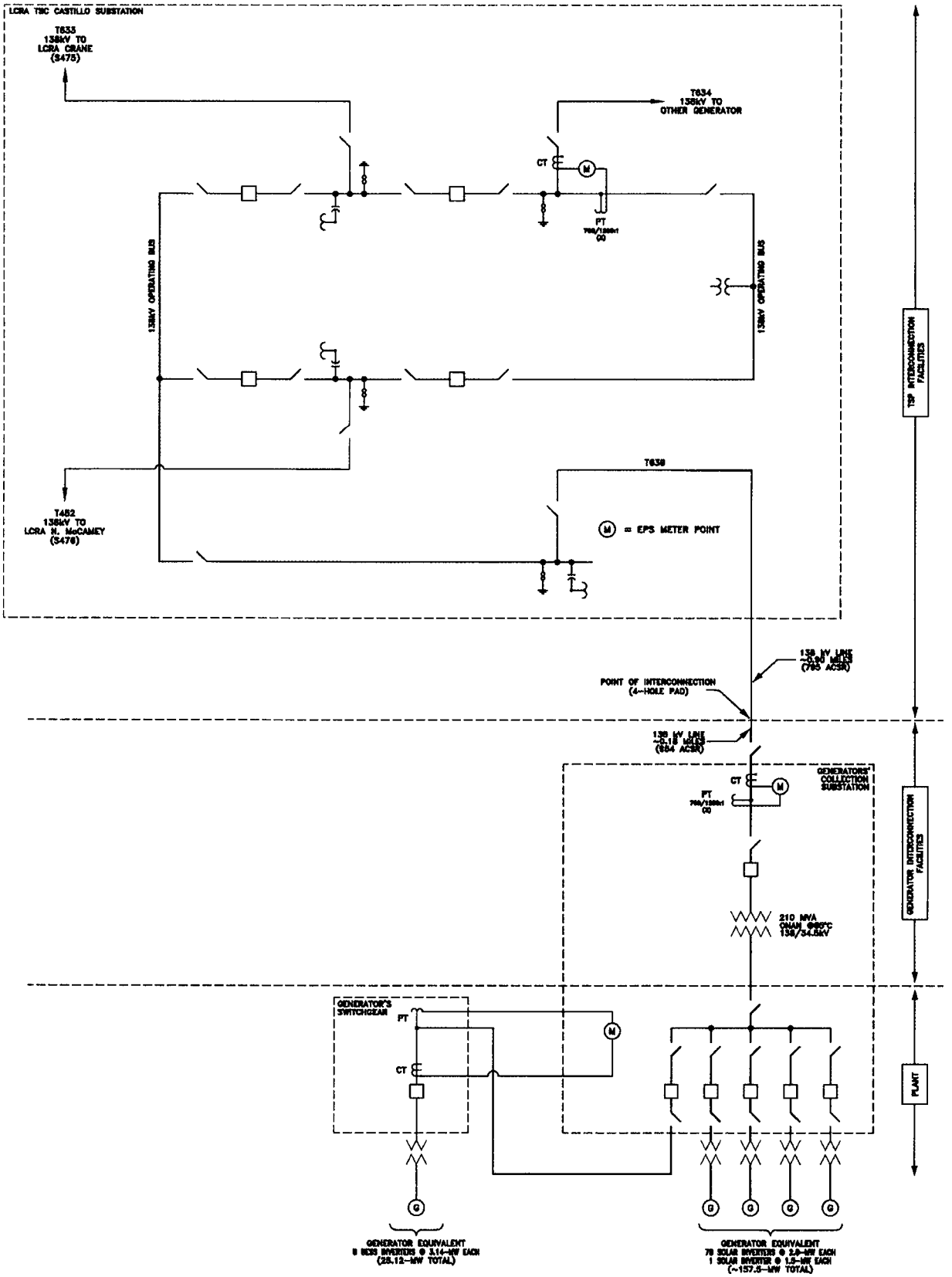

Exhibit "D"
Notice and EFT Information of the ERCOT Standard Generation Interconnection Agreement

(a) Dispatch Center Communications:

All notices of an operational nature shall be in writing and/or may be sent between the Parties via electronic means including facsimile as follows:

If to Transmission Service Provider:

Operational/Confirmation Fax (512) 730-6311

24 Hour Telephone (800) 223-7622

If to Generators:

Operational/Confirmation Fax at Generator Dispatch Resource: (914) 993-2121

24 Hour Telephone: (979) 253-3166

(b) Routine Communications other than dispatch center communications:

If to Transmission Service Provider:

LCRA Transmission Services Corporation
Attn: VP, LCRA Transmission System Operations

Address: P.O. Box 220
City, State, Zip: Austin, TX 78767
Operational/Confirmation Fax (512) 730-6311
24 Hour Telephone (800) 223-7622
E-mail: dan.smith@lcra.org

If to Generators:

CED Upton County Solar LLC & VESI Upton County BESS LLC
c/o Consolidated Edison Development, Inc.
Attn: Philip Neal, Regional Operations Manager
Address: 100 Summit Lake Drive, Suite 210
City, State, Zip: Valhalla, NY 10595
Operational/Confirmation Fax: (914) 993-2121
24 Hour Telephone: 432-803-2532
E-mail: NealP@conedceb.com

With a Copy to:

Mike Pavo, Head of Operations
Viridity Energy Solutions, Inc.
E-mail: mpavo@viridityenergy.com
Phone: (484) 474-5350

David Carney, Project Manager
Viridity Energy Solutions, Inc.
E-mail: dcarney@viridityenergy.com
Phone: (610) 952-0720

John Bahrs, Managing Director, Operations
Consolidated Edison Development, Inc.
E-mail: BahrsJ@conedceb.com
Phone: (914) 993-2137Facsimile: (914) 993-2121

Joseph Sullivan, Senior Asset Manager
Consolidated Edison Development, Inc.
E-mail: SullivanJ@conedceb.com
Phone: (914) 286-7046
Facsimile: (914) 993-2121

(c) Notices of an administrative nature:

If to Transmission Service Provider:

LCRA Transmission Services Corporation

Attn: VP, LCRA Transmission Engineering Design & Protection
Address: P.O. Box 220
City, State, Zip: Austin, TX 78767
Fax: (512) 578-4193
Phone: (512) 578-4149
E-mail: sergio.garza@lcra.org

If to Upton County Solar:

CED Upton County Solar LLC
c/o Consolidated Edison Development, Inc.
Attn: Vice President

Address: 100 Summit Lake Drive, Suite 210
City, State, Zip: Valhalla, NY 10595
Fax: (914) 993-2121
Phone: (917) 331-5233
E-mail: bhargavaa@conedceb.com

With a Copy to:

James Dixon, Senior Vice President and COO
Consolidated Edison Development, Inc.
100 Lake Summit Drive, Suite 210
Valhalla, NY 10595
Facsimile: (914) 993-2121
E-mail: DixonJ@conedceb.com

Paul Mapelli, Vice President and Senior Counsel
Consolidated Edison Development, Inc.
100 Lake Summit Drive, Suite 210
Valhalla, NY 10595
Facsimile: (914) 286-7041
E-mail: MapelliP@conedceb.com

Joseph Sullivan, Senior Asset Manager
Consolidated Edison Development, Inc.
E-mail: SullivanJ@conedceb.com
Phone: (914) 286-7046
Facsimile: (914) 993-2121

If to Upton County BESS:

VESI Upton County BESS LLC
Attn: David Carney
Address: 1801 Market Street, Suite 2701
City, State, Zip: Philadelphia, PA 19103
Phone: (610) 952-0720
E-mail: dcarney@viridityenergy.com

(d) Notice for statement and billing purposes:

If to Transmission Service Provider:

Company Name (Same as (c) above)
Attn:
Address
City, State, Zip
Phone: _____

If to Upton County Solar:

CED Upton County Solar LLC
Attn: Joseph Sullivan, Senior Asset Manager
Address: 100 Lake Summit Drive, Suite 210
City, State, Zip: Valhalla, NY 10595
Phone: (914) 286-7046; alternative: (914) 267-7659

E-mail _____

E-mail: SullivanJ@conedceb.com

If to Upton County BESS:

VESI Upton County BESS LLC
Attn: Peggy Castenada
Address: 1801 Market Street, Suite 2701
City, State, Zip: Philadelphia, PA 19103
Phone: (484) 534-2222
E-mail: invoices.us@ormat.com

(d) Information concerning Electronic Funds Transfers:

If to Transmission Service Provider:

Bank Information: - To be supplied later
City, State
ABA No
for credit to
Account Name:
Account No.

If to Generators:

Bank Information: - To be supplied later
City, State:
ABA No.
for credit to
Account Name:
Account No.