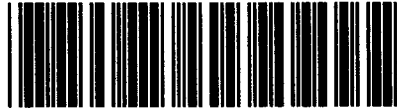




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PUC Project No. 35077

Amendment No. 1

To

GENERATION INTERCONNECTION AGREEMENT

Between

Goat Mountain Wind, LP

And

LCRA Transmission Services Corporation

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March 22, 2007

**AMENDMENT NO. 1
TO GENERATION INTERCONNECTION AGREEMENT**

THIS AMENDMENT NO. 1 ("Amendment") is made and entered into this 22-day of March, 2007, by and among the LCRA Transmission Services Corporation ("Transmission Service Provider" or "TSP") and Goat Mountain Wind, LP ("Generator").

WHEREAS, LCRA Transmission Services Corporation and Goat Mountain Wind, LP entered into that certain Generation Interconnection Agreement dated as of November 14, 2006, ("Agreement"); and

WHEREAS, Generator notified Transmission Service Provider of the name change of the Goat Mountain Wind Project to the Capricorn Ridge Wind Project; and

WHEREAS, Transmission Service Provider has completed required security studies in accordance with the ERCOT Generation Interconnection or Change Request Procedure and the Generator requests that the total generation capacity for the Capricorn Ridge Wind Project be increased by up to an additional 100 MW; and

WHEREAS, Transmission Service Provider's security and facility studies indicate that no additional facilities or upgrades are required at the Point of Interconnection to accommodate the requested 100 MW increase, and

WHEREAS, Generator is currently building the initial phase of the wind project rated at 250 MW and the requested addition of up to 100 MW of capacity, expected to be in commercial operation by December 2007, will bring the total wind plant capacity up to 350 MW; and

WHEREAS, the entire 350 MW Capricorn Ridge Wind Project will be interconnected through the same Point of Interconnection at the TSP's 345 kV Switchyard ("Divide Switchyard"); and

NOW, THEREFORE, in consideration of the mutual covenants and agreement herein contained, Generator and the Transmission Service Provider agree to amend the Agreement as follows:

1. Paragraph 1, Exhibit "C" Interconnection Details to the Agreement, is hereby deleted in its entirety and replaced with the following:

"Name: Capricorn Ridge Wind Project"

2. Paragraph 4, Exhibit "C" Interconnection Details to the Agreement, is hereby deleted in its entirety and replaced with the following:

"Number and size of Generating Units: up to 350 MW (nominal) wind plant will consist of 65 Siemens (Asynchronous Machines) wind turbines rated 2.3 MW each

plus up to 134 GE (Doubly Fed Asynchronous Machines) wind turbines rated 1.5 MW each."

3. Paragraph 5, Exhibit "C" Interconnection Details to the Agreement, is hereby deleted in its entirety and replaced with the following:

"Type of Generating Unit: wind turbines (see paragraph 4, above)"

Except as otherwise expressly provided for herein, the Agreement will remain in accordance with its terms.

IN WITNESS WHEREOF, the parties have caused this Amendment to be signed by their respective duly authorized representatives in two counterparts, each of which shall be deemed an original but all shall constitute one and the same document.

Goat Mountain Wind, LP
by Goat Mountain Wind GP, LLC
its General Partner

By: _____

Dean Gosselin
Vice President

LCRA Transmission Services Corporation

By: _____

Ross Phillips
Vice President and Chief Operating Officer

Date: _____

3/5/07

Date: _____

3/22/07

