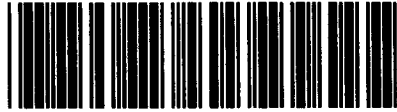




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Third Amendment to

INTERCONNECTION AGREEMENT

Between

Brazos Electric Power Company

and

LCRA Transmission Services Company

April 22, 2010

001

**THIRD AMENDMENT TO
INTERCONNECTION AGREEMENT**

This Third Amendment ("**Amendment**") is made and entered into this 22nd day of APRIL, 2010, between Brazos Electric Power Cooperative ("**Brazos Electric**") and the LCRA Transmission Services Corporation ("**LCRA TSC**"), collectively referred to hereinafter as "**the Parties**".

WHEREAS, the LCRA TSC and Brazos Electric entered into that certain Interconnection Agreement executed May 1, 2007, as amended by that certain Amendment No. 1 executed as of June 2, 2009 (effective April 30, 2008), amended by that certain Amendment No. 2, executed as of September 15, 2009 (collectively, as amended, the "**Agreement**"); and

WHEREAS, LCRA TSC has constructed an additional distribution bay (Bay 1A) at Goldthwaite Substation for use by Brazos Electric.

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

1. Exhibit "A" attached to the Agreement is deleted in its entirety and the Exhibit "A" attached to this Third Amendment is hereby added to the Agreement in lieu thereof.
2. Facility Schedule No. 3 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 3 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.
3. Facility Schedule No.3 (including the diagrams attached thereto) attached to this Third Amendment will become effective upon execution of this Third Amendment by the Parties.
4. Except as otherwise expressly provided for herein, the Agreement will continue in full force and effect in accordance with its terms.

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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.

BRAZOS ELECTRIC POWER
COOPERATIVE

By: Clifton Karnei

Name: Clifton Karnei

Title: Executive Vice President and
General Manager

Date: 4/22/10

LCRA TRANSMISSION SERVICES
CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering
Manager

Date: 5/10/10

Third Amendment
EXHIBIT A

[illegible]

**Third Amendment
FACILITY SCHEDULE NO. 3**

1. **Name:** Goldthwaite
2. **Facility Location:** The Goldthwaite Substation is located on US Hwy 183 one mile south of Goldthwaite, Mills County, Texas. The Points of Interconnection at Goldthwaite Substation are generally described as:
 - where the LCRA TSC 12.5 kV operating and transfer buses in Bay 1 connect to the Brazos Electric 12.5 kV operating and transfer buses in Bay 2.
 - where the Brazos Electric 12.5 kV operating and transfer buses in Bay 3 connects to the LCRA TSC operating and transfer buses in Bay 4.
 - where the LCRA TSC jumpers, from the LCRA TSC 12.5 kV operating and transfer buses, connect to Brazos Electric's disconnect switches in bay 1.
 - where the incoming distribution line connects to the tubular bus between switches GO-61 and GO-63 at breaker GO-60.
 - where the jumper from breaker GO-60, passing through CT-11, connects to the 4 hole pad on switch GO-59.
 - where the jumper from breaker GO-60 connects to the 4 hole pad on switch GO-61.
3. **Transformation Service provided by LCRA TSC (check one):** Yes ☒ No ☐
4. **Metering Service provided by LCRA TSC (check one):** Yes ☒ No ☐
5. **Delivery voltage:** 12.5 kV
6. **Metering (voltage, location, loss adjustments, if any, due to location, other):** 12.5 kV, at the distribution bus on the load side of the distribution voltage regulators. The metering equipment provided herein will be in accordance with the applicable requirements of the ERCOT Operating Guides, or its successor in function, and the ERCOT Protocols.
7. **Normal Operation of Interconnection (check one):** Open ☐ Closed ☒
8. **One-line Diagram attached (check one):** Yes ☒ No ☐
9. **Description of Facilities owned:**

LCRA TSC owns: (see attached one-line for details)

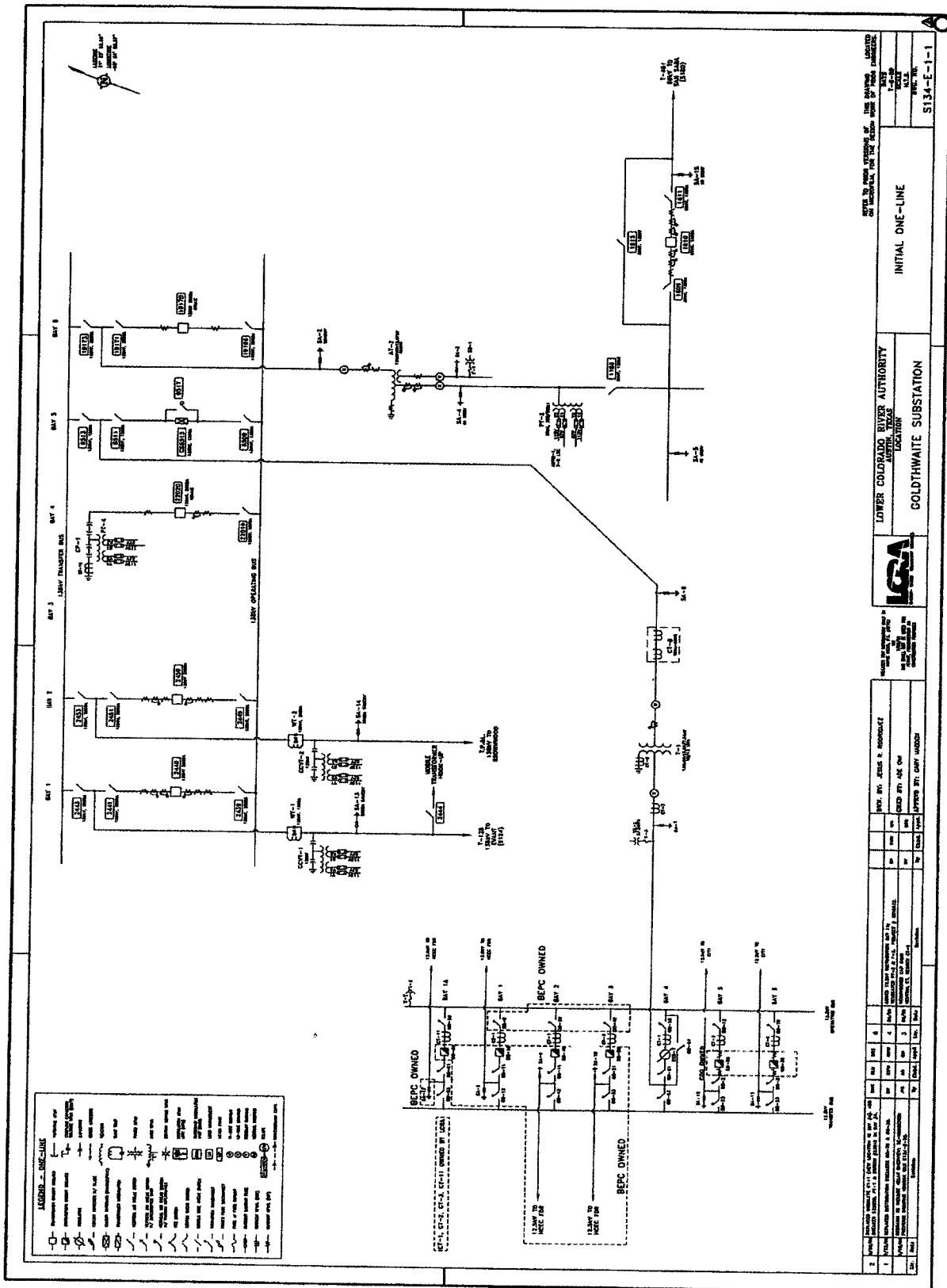
 - Goldthwaite Substation land
 - 69 kV transmission equipment
 - 138 kV transmission equipment
 - One (1) 138/69 kV 25 MVA autotransformer AT-2
 - One (1) 138X69/13.09 kV 12 MVA three phase power transformer T-1

- One (1) circuit switcher CS-6515 with bypass switch 6517 and control panel
- Two (2) Power transformer surge arrestors
- Three (3) relaying current transformers CT-7, CT-8, and CT-9
- Seven (7) metering current transformers CT-1, CT-2, CT-3, CT-4, CT-5, CT-6 and CT-11
- One (1) metering potential transformers, PT-3 and fuse F-2
- Two (2) station service transformers SS-1 and SS-2 and fuses F-1 and F-3.
- One (1) control / metering house with air conditioner and appurtenances
- One (1) 12.5 kV total bay 4 including buswork, 12.5 kV hook stick switches and three single phase 1250 kVA voltage regulators
- Feeder bay switches, surge arrestors and feeder buswork in distribution bays 5 and 6. (City of Goldthwaite feeder bays)
- Structures, structure foundations, operating and transfer buses for all distribution bays except bays 2 and 3.
- Feeder bay switches and feeder buswork in distribution bay 1A

Brazos Electric owns: (see attached one-line for details)

- 12.5 kV distribution bays 2 and 3 including structures, structure foundations, operating and transfer buses, breakers, switches, and surge arrestors
- Breaker, breaker foundation, breaker jumpers, feeder bay switches, surge arrestor and feeder buswork in distribution bay 1
- Breaker, breaker foundation, surge arrestor and jumpers in distribution bay 1A

10. **Cost Responsibility of each Party:** Each Party will be responsible for costs associated with the facilities they own or lease as identified in item 9 above.
11. **Operational Responsibilities of Each Party:** Each Party will be responsible for the operation of the facilities it owns. No change will be made in the normal operation of the Points of Interconnection without the mutual agreement of the Parties. Maintenance of any facilities by either Party that will cause a deviation from normal power and energy flow at the Points of Interconnection will be scheduled at a mutually agreeable time. Brazos Electric shall have access into the substation for the purpose of operating and maintaining Brazos Electric facilities in accordance with this facility schedule. The substation control house and the gate to the substation will be double-locked with the locks of both Parties.
12. **Maintenance Responsibilities of Each Party:** Each Party will be responsible for the maintenance of the facilities it owns.
13. **Other Terms and Conditions:** None



SUBSTATION LOCATION

Substation Name		4 Character I.D.	County
S134 GOLDTHWAITE		GOLD	MILLS
Customers Served:	TPL, HCEC, CITY OF GOLDTHWAITE		
Substation Phone #	Customer Phone #	Microwave Phone #	Emergency Phone #
325-648-3506	N/A	#22	911
Telephone Company Serving Substation		Telephone Company Repair #	
SBC		1-800-286-8313	
Substation Latitude	31° 25' 52.68"	Substation Longitude	-98° 34' 0.37"
Nearest Hospital	BROWNWOOD REGIONAL MEDICAL CENTER		
Substation Address	131 US HWY 183 S Goldthwaite, TX 76844		
Directions to Substation			
From intersection of U.S. 183 north and U.S. 190 west in Lometa, go north on U.S. 183 18.3 miles, substation on right			

