Control Number: 35077

Item Number: 204

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Project No. 35077

Second Amendment to

INTERCONNECTION AGREEMENT

Between

Bluebonnet Electric Cooperative

and

LCRA Transmission Services Company

January 13, 2011

204

SECOND AMENDMENT TO INTERCONNECTION AGREEMENT

This Second Amendment ("Amendment") to the Interconnection Agreement, executed November 17, 2008 between The Bluebonnet Electric Cooperative ("BBEC") and the LCRA Transmission Services Corporation ("LCRA TSC") (the "Agreement") is made and entered into this 13th day of January, 2010, between the BBEC and LCRA TSC, collectively referred to hereinafter as "the Parties". RP

WHEREAS, a wave trap, WT-1, was removed from the Bluebonnet Substation when Wyldwood Substation was installed; and

WHEREAS, Bluebonnet renumbered the disconnect switches in distribution bays 2 and 3 at Colton Substation; and

WHEREAS, LCRA TSC replaced totalizing breaker GD-10 at Giddings Substation with a load break switch and added a neutral CT to T-3 ; and

WHEREAS, the one line diagram at Lexington Substation changed due to the change of ownership of totalizing breaker LX-20 (owned by City of Lexington) (BBEC Lexington facility schedule did not change); and

WHEREAS, the T-line number and destination changed on the one line at the Manor substation (no change to facility schedule); and

WHEREAS, the Mendoza Substation PWT addition documented in BBEC Amendment No. 1 had changes made to the design after execution of BBEC Amendment No. 1, specifically the relocation of SS-2 and addition of MZ-52. CT-2 was added for block circuit switcher circuit and a mobile connection was added in distribution bay #7; and

WHEREAS, two (2) maintenance switches were added and PT-1 moved at Plum Substation in May 2009; and

WHEREAS, two 138 kV breakers and a 138 kV transfer bus were installed at Red Rock Substation; and

WHEREAS, the design of T-4 installation changed at Wolf Lane substation after the execution of the First Amendment to the Interconnection Agreement. Changes include the addition of relay current transformer CT-2 and circuit switcher disconnect and bypass switches; and

WHEREAS, Bluebonnet Electric Cooperative constructed Beback, Tahitian Village and Wyldwood Substations

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 Second Amendment is hereby added to the Agreement in lieu thereof.

2. Facility Schedules No. 4, 9, 13, 22, 25, 26 and 35 (including the diagrams attached thereto) are deleted in their entirety and Facility Schedules No. 4, 9, 13, 22, 25, 26 and 35 attached to this Second Amendment are hereby added to the Agreement in lieu thereof.

3. One Line drawings for Facility Schedules 15 and 20 are deleted in their entirety and One Line drawings for Facility Schedules 15 and 20 attached to this Second Amendment are hereby added to the Agreement in lieu thereof.

4. Facility Schedules No. 38, 39, and 40 (including the diagrams attached thereto) attached to this Second Amendment are hereby added to the Agreement.

5. Facility Schedules No. 4, 9, 13, 22, 25, 26, 35, 38, 39, and 40 (including the diagrams attached thereto) attached to this Second Amendment will become effective upon execution of this Second Amendment by the Parties.

6. One Line drawings for Facility Schedules 15 and 20 attached to this Second Amendment will become effective upon execution of this Second Amendment by the 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 Second Amendment to be executed in several counterparts, each of which shall be deemed an original but all shall constitute one and the same instrument.

BLUEBONNET ELECTRIC COOPERATIVE

By: _____

Name: Eric Kocian, P.E.

Title: Manager of Electric Operations and Engineering

Date: 1/13/11

LCRA TRANSMISSION SERVICES CORPORATION

By: _____

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 12/16/10

Amendment No. 2

EXHIBIT A

FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION (# of Points)	INTERCONNECTION VOLTAGE (KV)	EFFECTIVE DATE OF INTERCONNECTION
1	Alum Creek (12)	12.5 kV	11/17/2008
2	Bastrop City (10)	12.5 kV	10/13/2009
3	Bastrop West (15)	12.5 kV	10/13/2009
4	Bluebonnet (2)	138 kV	(Date of Amendment)
5	Brenham North (1)	138 kV	11/17/2008
6	Butler (1)	138 kV	11/17/2008
7	Cedar Hill (9)	12.5 kV	11/17/2008
8	Chappell Hill (1)	138 kV	11/17/2008
9	Colton (9)	12.5 kV	(Date of Amendment)
10	Dale (8)	12.5 kV	10/13/2009
11	Deanville (5)	138 kV	11/17/2008
12	Fayetteville (1)	138 kV	11/17/2008
13	Giddings (15)	12.5 kV	(Date of Amendment)
14	Harris Branch (18)	24.9 kV	10/13/2009
15	Lexington (7)	12.5 kV & 138 kV	(Date of Amendment)
16	Lockhart (9)	12.5 kV	11/17/2008
17	Luling City (6)	12.5 kV	10/13/2009
18	Luling Magnolia (6)	12.5 kV	11/17/2008
19	Magnolia Mercer (3)	12.5 kV	11/17/2008
20	Manor (2)	138 kV	(Date of Amendment)
21	McCarty Lane East (9)	12.5 kV	11/17/2008
22	Mendoza (9)	12.5 kV	(Date of Amendment)
23	Paige (1)	138 kV	10/13/2009
24	Pisek (1)	138 kV	11/17/2008
25	Plum (4)	12.5 kV	(Date of Amendment)
26	Red Rock (2)	138 kV	(Date of Amendment)
27	Redwood (4)	12.5 kV	11/17/2008
28	Reedville (1)	69 kV	11/17/2008
29	Salem (1)	138 kV	11/17/2008
30	Smithville (10)	69 kV & 12.5 kV	11/17/2008
31	Swiftex (12)	12.5 kV	11/17/2008
32	Warda (6)	24.9 kV	11/17/2008
33	Webberville (12)	24.9 kV	11/17/2008
34	Welcome (1)	138 kV	11/17/2008
35	Wolf Lane (2)	138 kV	(Date of Amendment)
36	Pooley Road (6)	12.5 kV	11/17/2008
37	Shadow Glen (1)	138 kV	11/17/2008
38	Tahitian Village (1)	138 kV	(Date of Amendment)

39	Beback (1)	138 kV	(Date of Amendment)
40	Wyldwood (1)	138 kV	(Date of Amendment)

FACILITY SCHEDULE NO. 4
Amendment No. 2

1. **Name:** Bluebonnet Substation

2. **Facility Location:** The Bluebonnet Substation is located at 266 FM 1209, Cedar Creek, Bastrop County, Texas 78612.

3. **Points of Interconnection:** There are two (2) Points of Interconnection in the Bluebonnet Substation generally described as:

   - where the expansion terminal bolts to the four hole pad of switch 4718.
   - where the 138 kV bus expansion connector bolts to the 4 hole pad on switch 6784.

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 138 kV

7. **Metered Voltage and Location:** The metering voltage is 24.9 kV. The metering current transformers are located inside transformer PWT-2, T-2 and in the total bay for PWT-1, T-1. The bus potential transformers are located on the 24.9 kV operating bus for PWT-1, T-1 and PWT-2, T-2.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

BBEC owns:

The Bluebonnet Substation including, but not limited to, the following items:

- Two (2) circuit switchers CS-4715 and CS-6785 with associated bypass switches 4717 and 6787
- Two (2) power transformers PWT-1, T-1 and PWT-2, T-2 and associated surge arresters
- Two (2) 138 kV switches 4718 and 6784
- All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
- All distribution circuit breakers including jumpers, protective relay packages and foundations
- All distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 24.9 kV operating and transfer bus, bus potential transformers and associated cabling
- Two (2) modulation transformers MTU-1 and MTU-2 and associated surge arresters and fuses
- Control house and battery bank

- Station service

LCRA TSC owns:

- 138 kV dead-end structures, foundations, insulators and jumpers
- 138 kV bus including structures, foundations and jumpers
- Two (2) 138 kV circuit breakers 6770 and 6780 including jumpers and protective relay packages
- Seven (7) 138 kV switches 6769, 6771, 6773, 6774, 6779, 6781, 6783
- Two (2) surge arresters SA-5 and SA-6
- Two (2) CCVT's CCVT-1 and CCVT-2
- Communications tower, foundation and associated equipment
- Metering current transformer CT-1
- Underfrequency relay panel

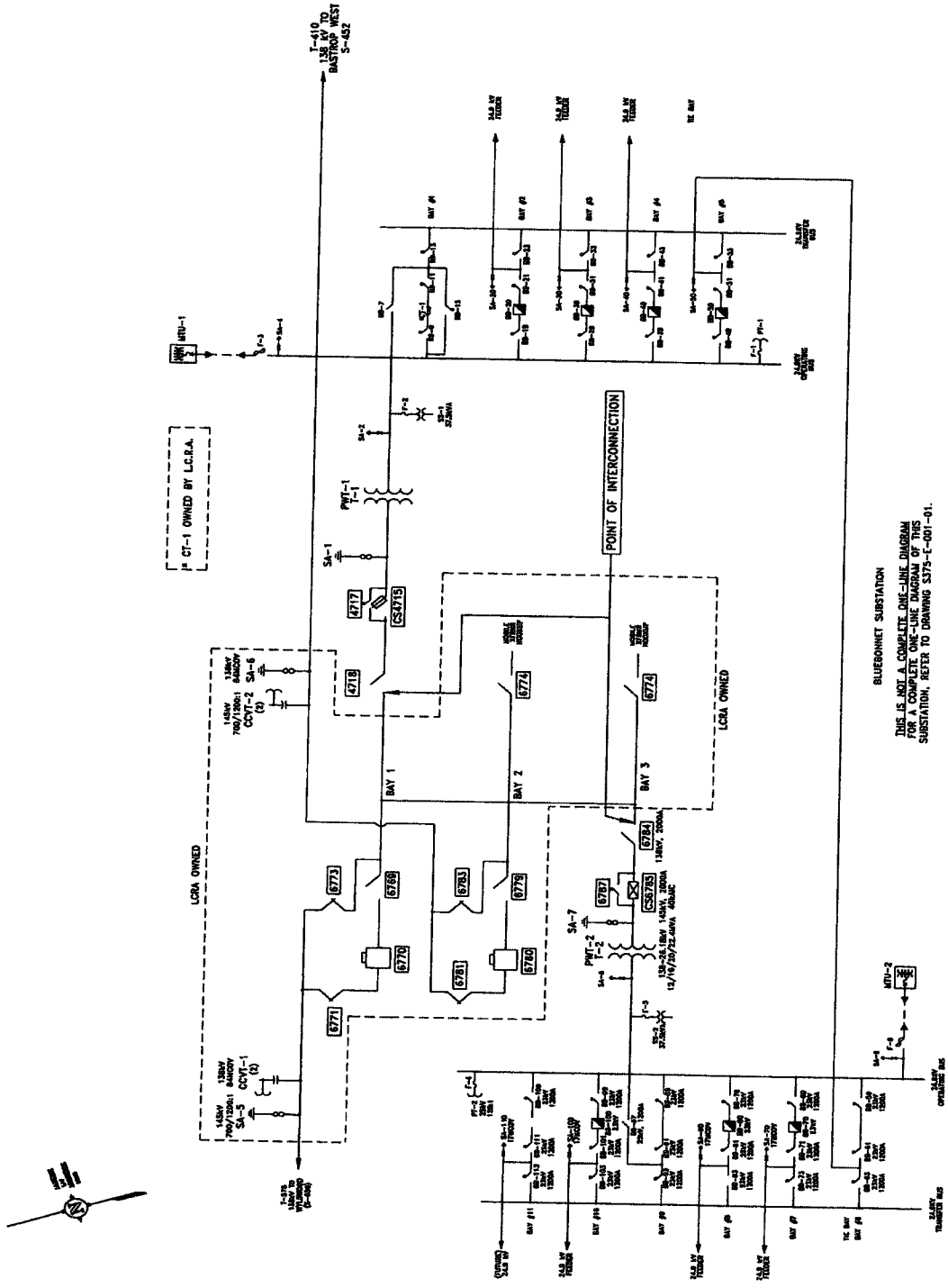
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

BLUEBONNET ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 9
Amendment No. 2

1. **Name:** Colton Substation

2. **Facility Location:** The Colton Substation is located at 8116 FM 9734, Austin, Travis County, Texas 78719.

3. **Points of Interconnection:** There are nine (9) Points of Interconnection in the Colton Substation generally described as:

   - where the incoming distribution line connects to the tubular bus between switches CL-31 and CL-33 at breaker CL-30.
   - where the jumper from breaker CL-30 connects to the 4 hole pad on switch CL-29.
   - where the jumper from breaker CL-30 connects to the 4 hole pad on switch CL-31.
   - where the incoming distribution line connects to the tubular bus between switches CL-41 and CL-43 at breaker CL-40.
   - where the jumper from breaker CL-40 connects to the 4 hole pad on switch CL-39.
   - where the jumper from breaker CL-40 connects to the 4 hole pad on switch CL-41.
   - where the incoming distribution line connects to the tubular bus between switches CL-101 and CL-103 at breaker CL-100.
   - where the jumper from breaker CL-100 connects to the 4 hole pad on switch CL-99.
   - where the jumper from breaker CL-100 connects to the 4 hole pad on switch CL-101.

4. **Transformation Services Provided by LCRA TSC:** Yes

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 12.5 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located inside transformer T-1. The bus potential transformer is located on the 12.5 kV operating bus for T-1.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

BBEC owns:

- Three (3) distribution circuits including dead-end insulators that attach to the dead-end structure, conductor, and hardware
- Three (3) distribution circuit breakers CL-30, CL-40, and CL-100 including jumpers and protective relay packages
- One (1) 12.5 kV surge arrester SA-11
- Two (2) distribution circuit breaker foundations
- One (1) modulation transformer MTU-1 and associated surge arrester and fuse

LCRA TSC owns:

The Colton Substation including, but not limited to, the following items:

- One (1) power transformer T-1 with associated surge arresters
- One (1) circuit switcher CS-8745 and associated bypass switch 8747
- Six (6) distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV operating and transfer bus, bus potential transformer and associated cabling
- One (1) low voltage switch CL13 with interrupter
- Underfrequency relay panel
- Station service
- Control house with battery

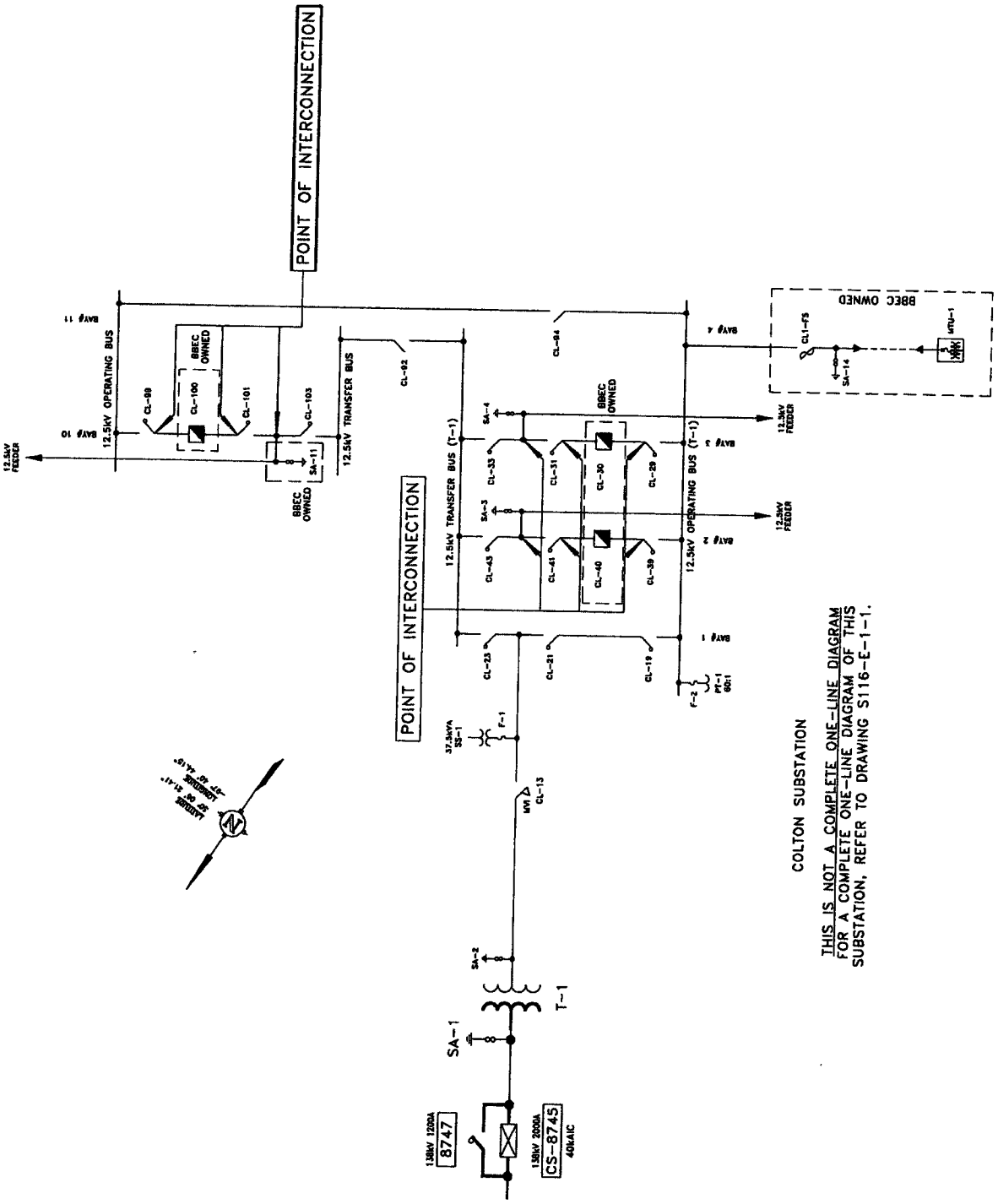
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

COLTON ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 13
Amendment No. 2

1. **Name:** Giddings Substation

2. **Facility Location:** The Giddings Substation is located at 1398 West Austin Street, Giddings, Lee County, Texas 78942.

3. **Points of Interconnection:** There are fifteen (15) Points of Interconnection in the Giddings Substation generally described as:

   - where the incoming distribution line connects to the tubular bus between switches GD-91 and GD-93 at breaker GD-90.
   - where the jumper from breaker GD-90 connects to the 4 hole pad on switch GD-89.
   - where the jumper from breaker GD-90 connects to the 4 hole pad on switch GD-91.
   - where the incoming distribution line connects to the tubular bus between switches GD-101 and GD-103 at breaker GD-100.
   - where the jumper from breaker GD-100 connects to the 4 hole pad on switch GD-99.
   - where the jumper from breaker GD-100 connects to the 4 hole pad on switch GD-101.
   - where the incoming distribution line connects to the tubular bus between switches GD-111 and GD-113 at breaker GD-110.
   - where the jumper from breaker GD-110 connects to the 4 hole pad on switch GD-109.
   - where the jumper from breaker GD-110 connects to the 4 hole pad on switch GD-111.
   - where the incoming distribution line connects to the tubular bus between switches GD-121 and GD-123 at breaker GD-120.
   - where the jumper from breaker GD-120 connects to the 4 hole pad on switch GD-119.
   - where the jumper from breaker GD-120 connects to the 4 hole pad on switch GD-121.
   - where the incoming distribution line connects to the tubular bus between switches GD-131 and GD-133 at breaker GD-130.
   - where the jumper from breaker GD-130 connects to the 4 hole pad on switch GD-129.
   - where the jumper from breaker GD-130 connects to the 4 hole pad on switch GD-131.

4. **Transformation Services Provided by LCRA TSC:** Yes

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 12.5 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in the total bay for transformer PWT-2, T-3. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

BBEC owns:

- Five (5) distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
- Five (5) distribution circuit breakers GD-90, GD-100, GD-110, GD-120, GD-130 including jumpers, protective relay packages and foundations
- One (1) portable control house
- One (1) modulation transformer MTU-1 and associated surge arrester and fuse

LCRA TSC owns:

The Giddings Substation including, but not limited to, the following items:

- 138 kV operating and transfer bus including structures, insulators, hardware, foundations and jumpers
- One (1) 138 kV surge arrester SA-3
- One (1) 138 kV bus potential transformer PT-2
- One (1) circuit switcher CS-5385 and associated disconnect switches 5361 and 5363
- One (1) power transformer PWT-2, T-3 with associated surge arresters
- Seven (7) distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV operating and transfer bus, bus potential transformer, metering current transformers and associated cabling
-
- One (1) single phase current transformer CT-6
- Underfrequency relay panel
- Control house and battery bank
- Station service

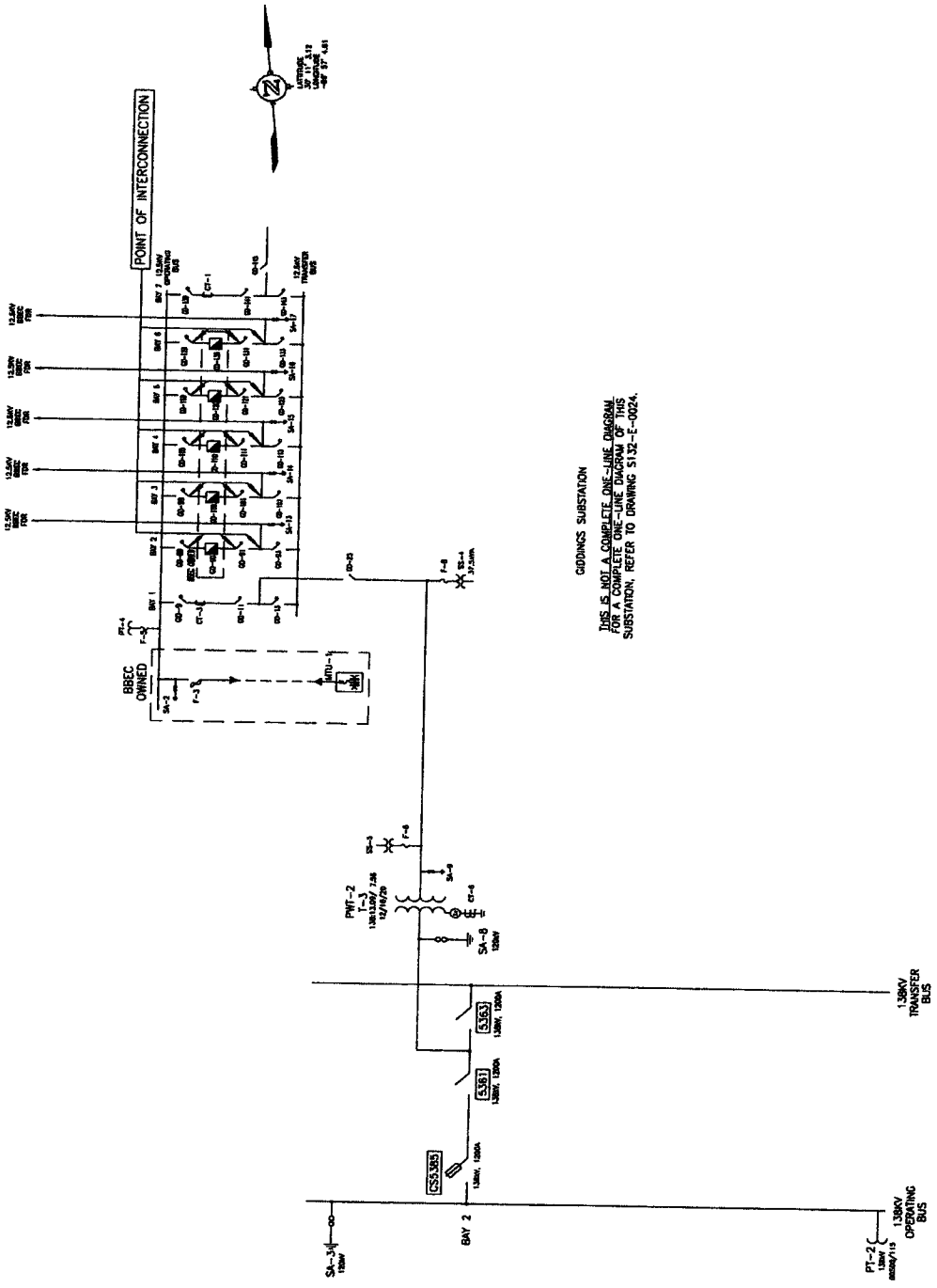
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

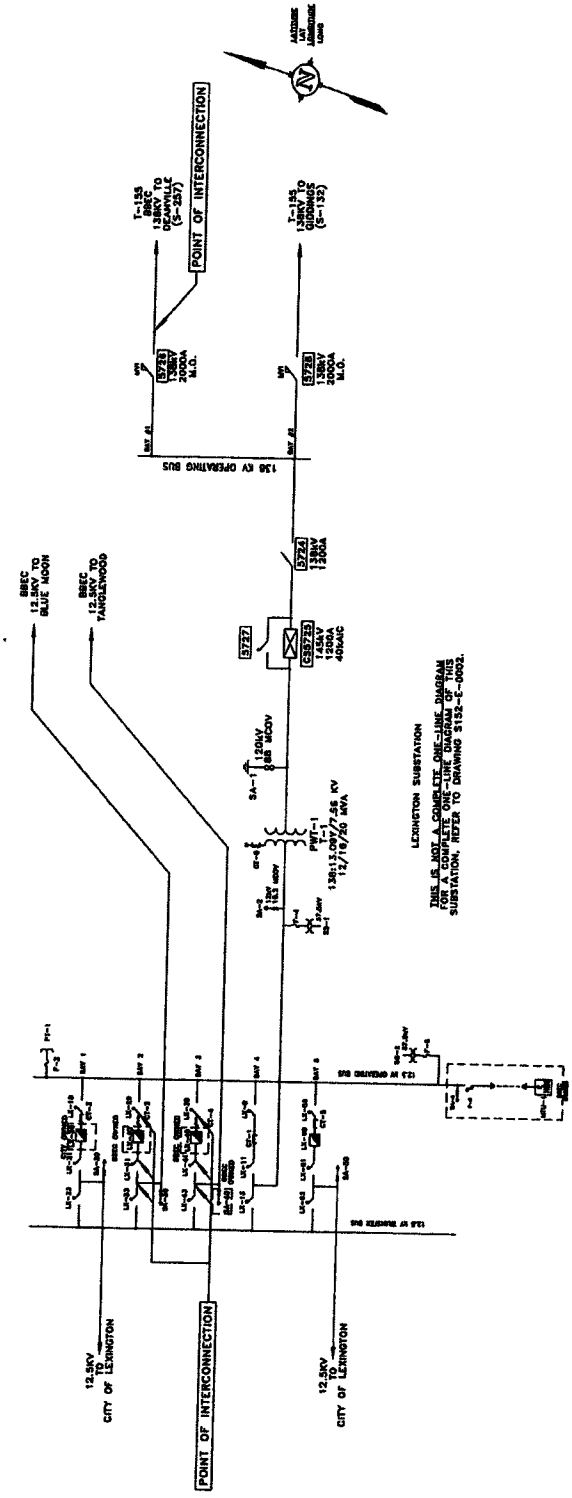
GIDDINGS ONE-LINE DIAGRAM

Amendment No. 2



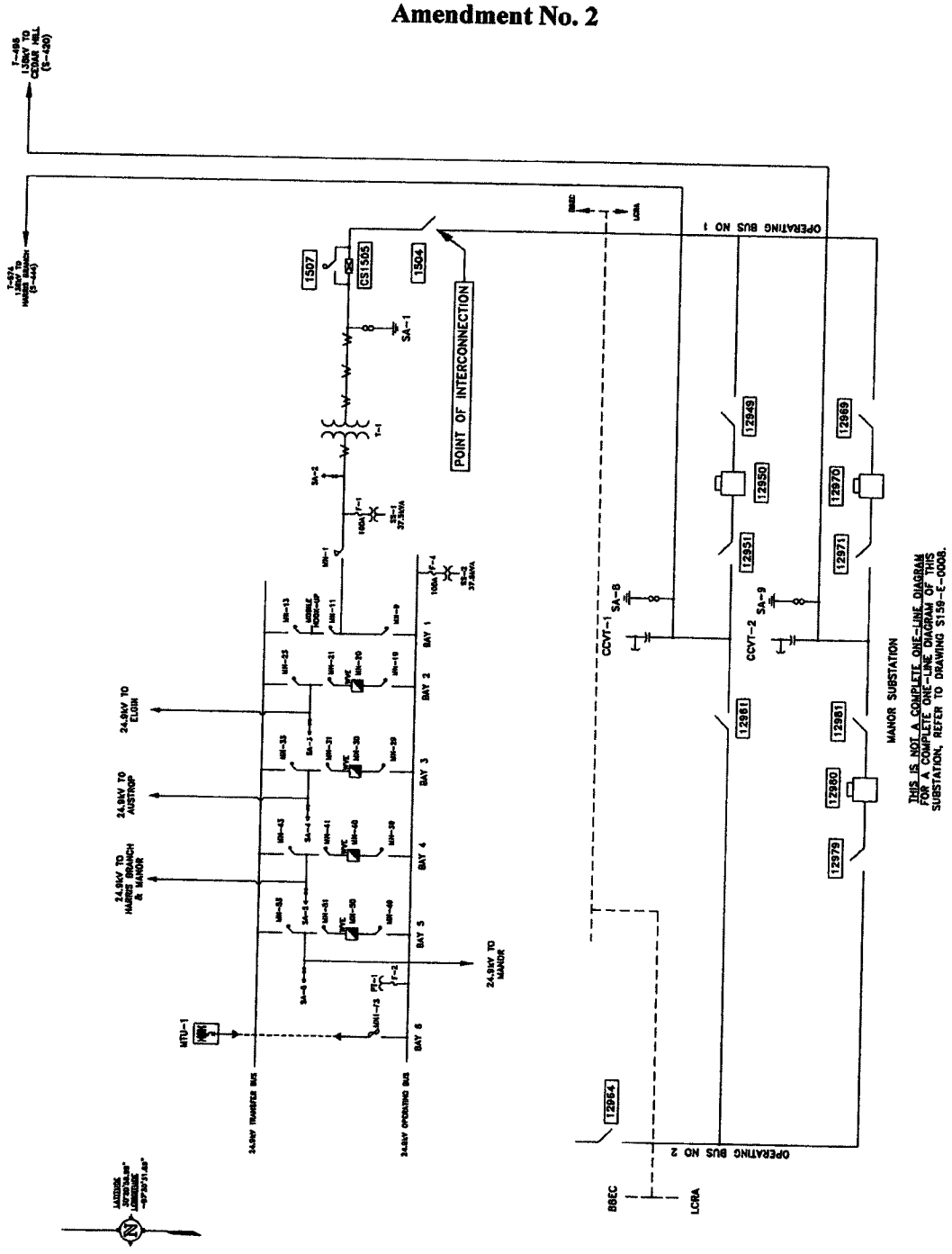
LEXINGTON ONE-LINE DIAGRAM

Amendment No. 2



MANOR ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 22
Amendment No. 2

1. **Name:** Mendoza Substation

2. **Facility Location:** The Mendoza Substation is located at 1194 Williamson Road, Lockhart, Caldwell County, Texas 78644.

3. **Points of Interconnection:** There are nine (9) Points of Interconnection in the Mendoza Substation generally described as:

   - where the incoming distribution line connects to the tubular bus between switches MZ-31 and MZ-33 at breaker MZ-30.
   - where the jumper from breaker MZ-30 connects to the 4 hole pad on switch MZ-29.
   - where the jumper from breaker MZ-30 connects to the 4 hole pad on switch MZ-31.
   - where the incoming distribution line connects to the tubular bus between switches MZ-41 and MZ-43 at breaker MZ-40.
   - where the jumper from breaker MZ-40 connects to the 4 hole pad on switch MZ-39.
   - where the jumper from breaker MZ-40 connects to the 4 hole pad on switch MZ-41.
   - where the incoming distribution line connects to the tubular bus between switches MZ-61 and MZ-63 at breaker MZ-60.
   - where the jumper from breaker MZ-60 connects to the 4 hole pad on switch MZ-59.
   - where the jumper from breaker MZ-60 connects to the 4 hole pad on switch MZ-61.

4. **Transformation Services Provided by LCRA TSC:** Yes

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 12.5 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer for PWT-1, T-1 is located in the total bay. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:

- Three (3) distribution circuits including dead end insulators that attach to the dead end structure, conductors and hardware
- Three (3) distribution circuit breakers MZ-30, MZ-40, MZ-60 including jumpers and protective relay packages
- Four (4) distribution circuit breaker foundations in bays 3,4,6 and 7
- One (1) modulation transformer MTU-1 and associated surge arrester and fuse

LCRA TSC owns:

The Mendoza Substation including, but not limited to, the following items:

- One (1) power transformer PWT-1, T-1 with associated surge arresters
- One (1) 12.5 kV transformer bus disconnect switch MZ-52
- One (1) circuit switcher CS-8725 and associated switches 8727 and 8734
- One (1) current transformer CT-2
- Five (5) distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV operating and transfer bus, bus potential transformer and associated cabling
- Underfrequency relay panel
- Control house and battery bank
- Two (2) station service SS-1 and SS-2

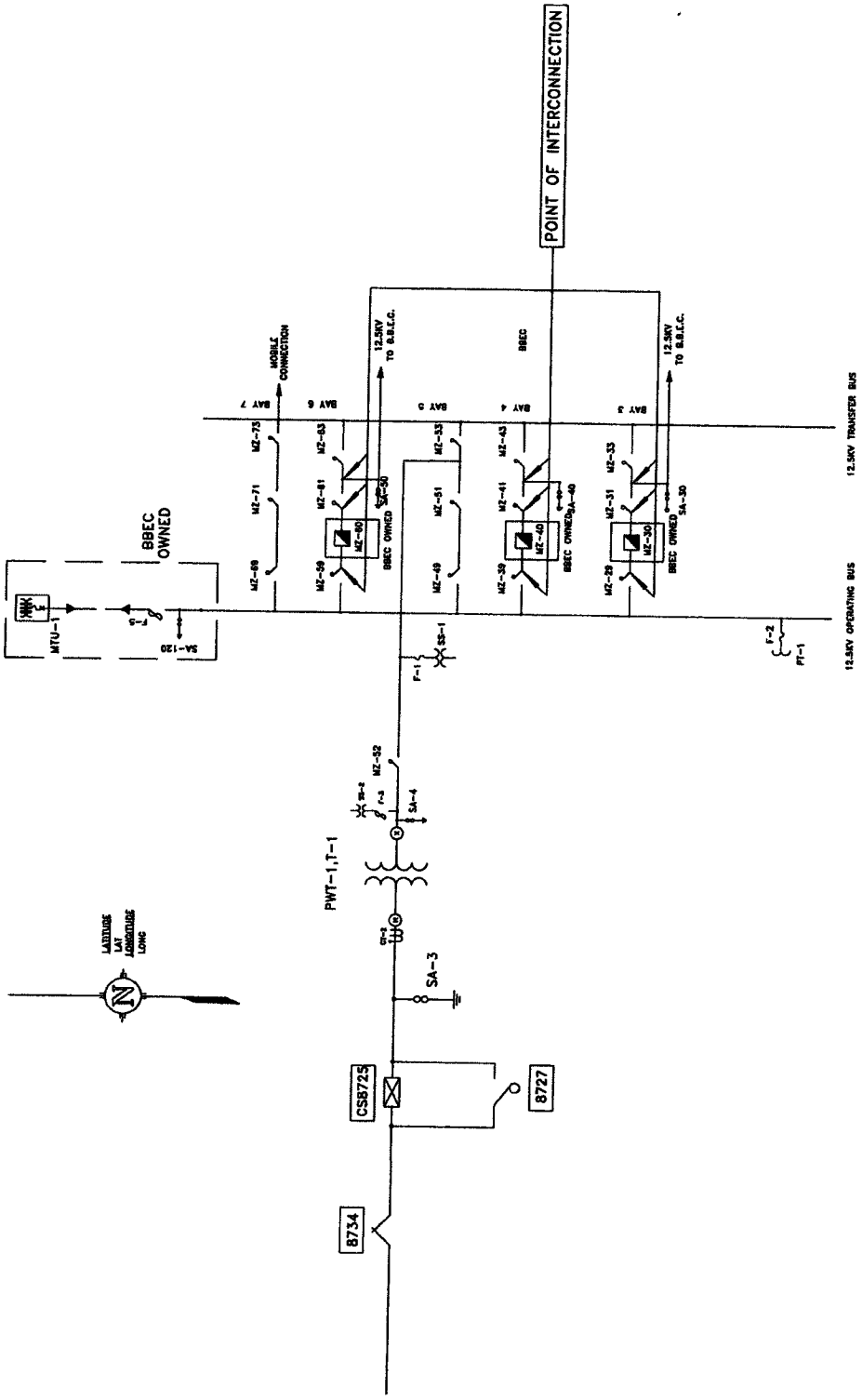
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

MENDOZA ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 25
Amendment No. 2

1. **Name:** Plum Substation

2. **Facility Location:** The Plum Substation is located at 1511 East State Highway 71, La Grange, Fayette County, Texas 78945.

3. **Points of Interconnection:** There are four (4) Points of Interconnection in the Plum Substation generally described as:

   - where the jumper from the incoming distribution line dead end insulator connects to switches PL-21 and PL-23 at breaker PL-20.
   - where the jumper from breaker PL-20, passing through CT-3, connects to the 4 hole pad on switch PL-19.
   - where the jumper from breaker PL-20 connects to the 4 hole pad on switch PL-21.
   - where the jumpers from switches PL-29 and PL-33 connect to the 12.5 kV wire bus.

4. **Transformation Services Provided by LCRA TSC:** Yes

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 12.5 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformers for T-1 are located in the total bay and in each distribution bay. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:
   - Two (2) distribution circuits including dead end insulators that attach to the dead end structure, conductors and hardware
   - Two (2) distribution circuit breakers PL-20 and PL-30 including jumpers, protective relay packages and foundations
   - Three (3) low voltage switches PL-29, PL-31 and PL-33
   - One (1) 12.5 kV surge arrester SA-6
   - One (1) modulation transformer MTU-2 and associated surge arrester and fuse

   LCRA TSC owns:
   The Plum Substation including, but not limited to, the following items:

- One (1) power transformer T-1 with associated surge arresters
- Two (2) 138 kV circuit breakers 4940 and 4950 including jumpers, protective relay packages and foundations
- 138 kV Operating Bus including structures, insulators, hardware, foundations and jumpers
- Four (4) 138 kV switches 4939, 4941, 4949 and 4951
- One (1) distribution box structure, insulators, disconnect switches, surge arresters, 12.5 kV operating bus, bus potential transformer, metering current transformers, and associated cabling
- Two (2) 12.5 kV disconnect switches PL-08 and PL-45
- Three (3) single phase regulators REG-1 and associated switches
- Control house and battery bank
- Two (2) station service SS-1 and SS-2 with associated fuses F-5 and F-6

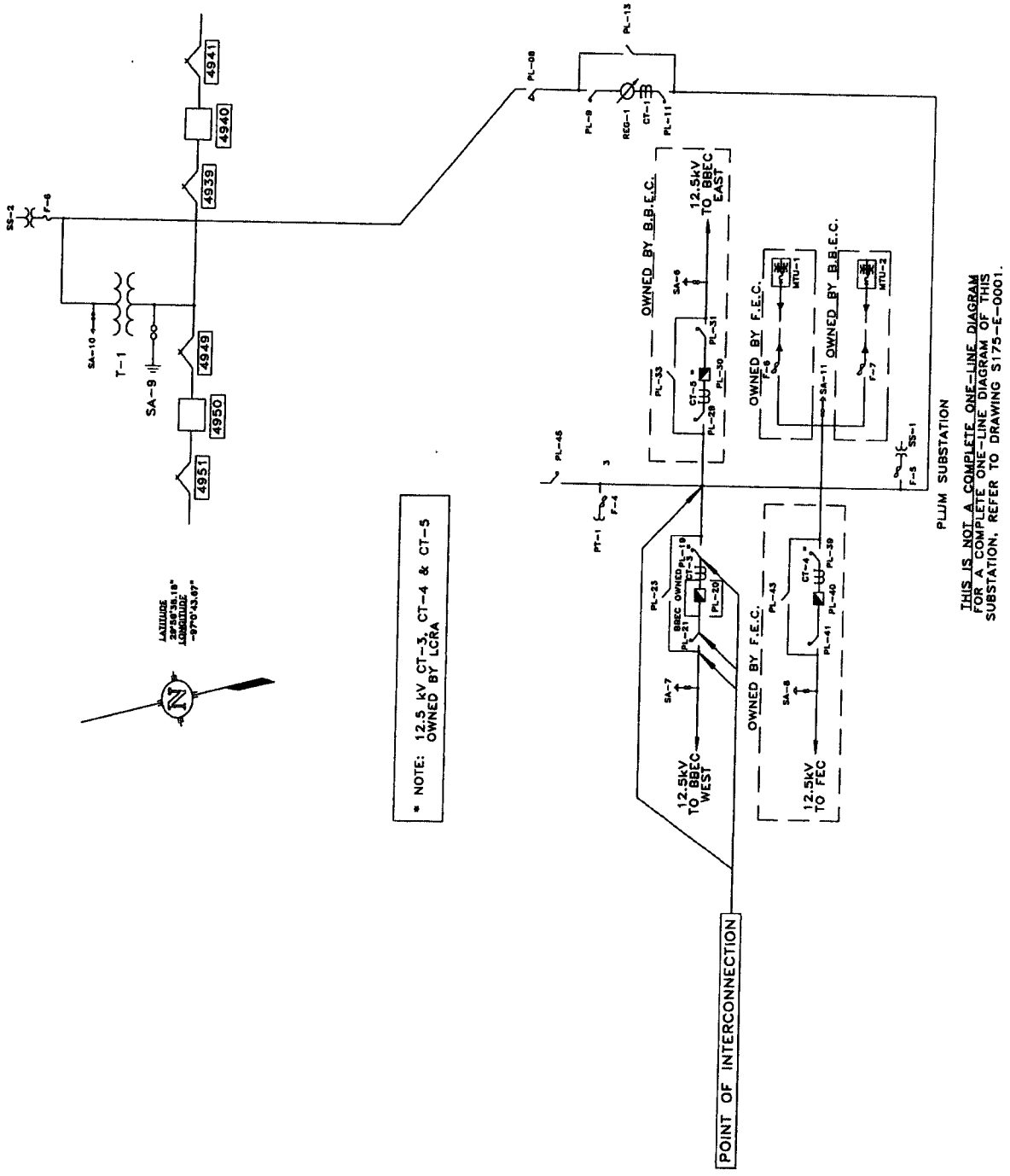
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

PLUM ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 26
Amendment No. 2

1. **Name:** Red Rock Substation

2. **Facility Location:** The Red Rock Substation is located at 122 FM 812, Red Rock, Bastrop County, Texas 78662.

3. **Points of Interconnection:** There are two (2) Points of Interconnection in the Red Rock Substation generally described as:

   - where the 138 kV Operating Bus A-tap attaches to the bus extension going to switch 8546
   - where the 138 kV Transfer Bus A-tap attaches to the bus extension going to switch 8567

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 138 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located inside transformer T-1. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:
   - One (1) 138 kV bay including A-frames, bus extensions, trusses, insulators, conductors, hardware and foundations
   - One (1) circuit switcher CS-8545 with associated disconnect and bypass switches 8546, 8566, 8567 and 8543
   - One (1) power transformerT-1 and associated surge arresters
   - All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All distribution circuit breakers including jumpers, protective relay packages and foundations.
   - All distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV operating and transfer bus, bus potential transformer and associated cabling
   - One (1) modulation transformer MTU-1 and associated surge arrester and fuse
   - Backup Generator

- Station service

LCRA TSC owns:

The Red Rock Substation including, but not limited to, the following items:

- Two (2) 138 kV bays including A-frames, trusses, insulators, conductors, hardware and foundations
- One (1) 138 kV dead-end structure, foundations, insulators and jumpers (where the Lockhart transmission line terminates in the substation)
- Two (2) 138 kV circuit breakers 8540 and 8550 including jumpers and protective relay packages
- Six (6) 138 kV switches 8539, 8541, 8542, 8549, 8551 and 8553
- Three (3) 138 kV surge arresters SA-1, SA-7 and SA-8
- Two (2) CCVTs, CCVT-1 and CCVT-2
- One (1) 138 kV operating bus including structures, foundations and jumpers
- One (1) 138 kV transfer bus including structures, foundations and jumpers
- Control house
- Battery bank and battery charger

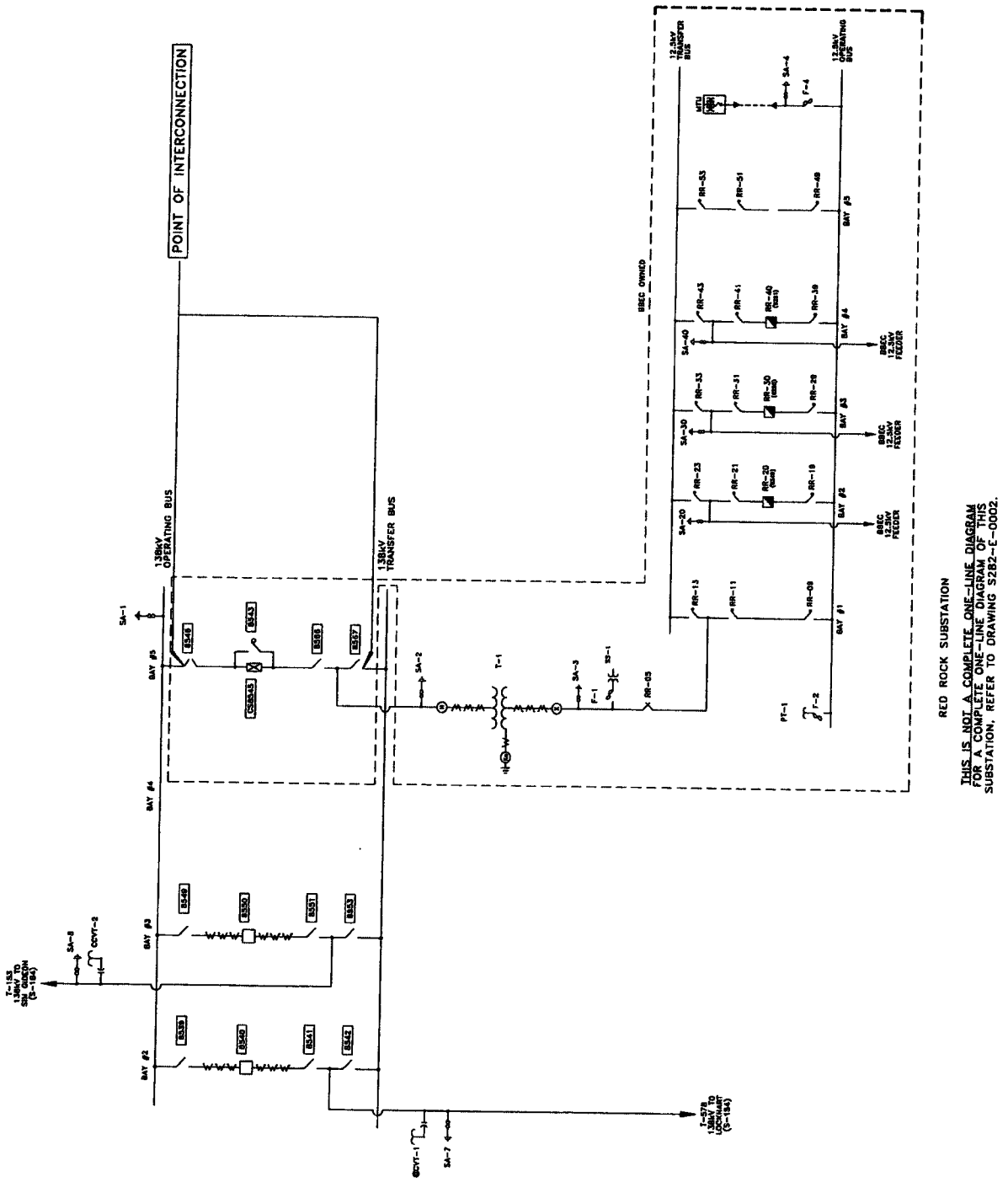
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

RED ROCK ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 35
Amendment No. 2

1. **Name:** Wolf Lane Substation

2. **Facility Location:** The Wolf Lane Substation is located at 1216 Pearce Lane, Cedar Creek, Bastrop County, Texas 78612.

3. **Points of Interconnection:** There are four (4) Points of Interconnection in the Wolf Lane Substation generally described as:

   - where the bridle jumper from the 138 kV operating bus connects to switch 4154 in bay 4.
   - where the bridle jumper from the 138 kV transfer bus connects to switch 4157 in bay 4.
   - where the bridle jumper from the 138 kV operating bus connects to circuit switcher switch 4164 in bay 5.
   - where the bridle jumper from the 138 kV transfer bus connects to switch 4167 in bay 5.

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 138 kV

7. **Metered Voltage and Location:** The metering voltage is 24.9 kV. The metering current transformer for T-2 is located in the total bay and the metering current transformer for T-4 is located inside T-4. The bus potential transformers are located on the 24.9 kV operating buses.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:

   - Two (2) circuit switchers CS-4155 and CS-4165 with associated bypass switches 4153 and 4163
   - Six (6) 138 kV switches 4154, 4156, 4157, 4164, 4166 and 4167
   - Two (2) power transformers T-2, and T-4 with associated surge arresters
   - All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All distribution circuit breakers including jumpers, protective relay packages and foundations

- All distribution and total bays including A-frames, trusses, insulators, disconnect switches, bus tie switches, surge arresters, 24.9 kV operating and transfer buses, bus potential transformer and associated cabling
- Two(2) modulation transformers MTU-1 and MTU-2 with associated surge arresters and fuses
- Two (2) station service SS-2 and SS-3

LCRA TSC owns:

The Wolf Lane Substation including, but not limited to, the following items:

- 138 kV wire bus including structures, insulators, hardware, foundations and bridle jumpers
- Five (5) 138 kV bays including A-frames, trusses, insulators, conductors, hardware and foundations (bays 1-3 not shown on enclosed one line dwg)
- One (1) 138 kV bus potential transformer PT-1
- One (1) 138 kV surge arrester SA-1
- One (1) 24.9 kV metering current transformer CT-1
- One (1) relaying current transformer CT-2
- Underfrequency relay (in BBEC panel 14)
- Control house and battery

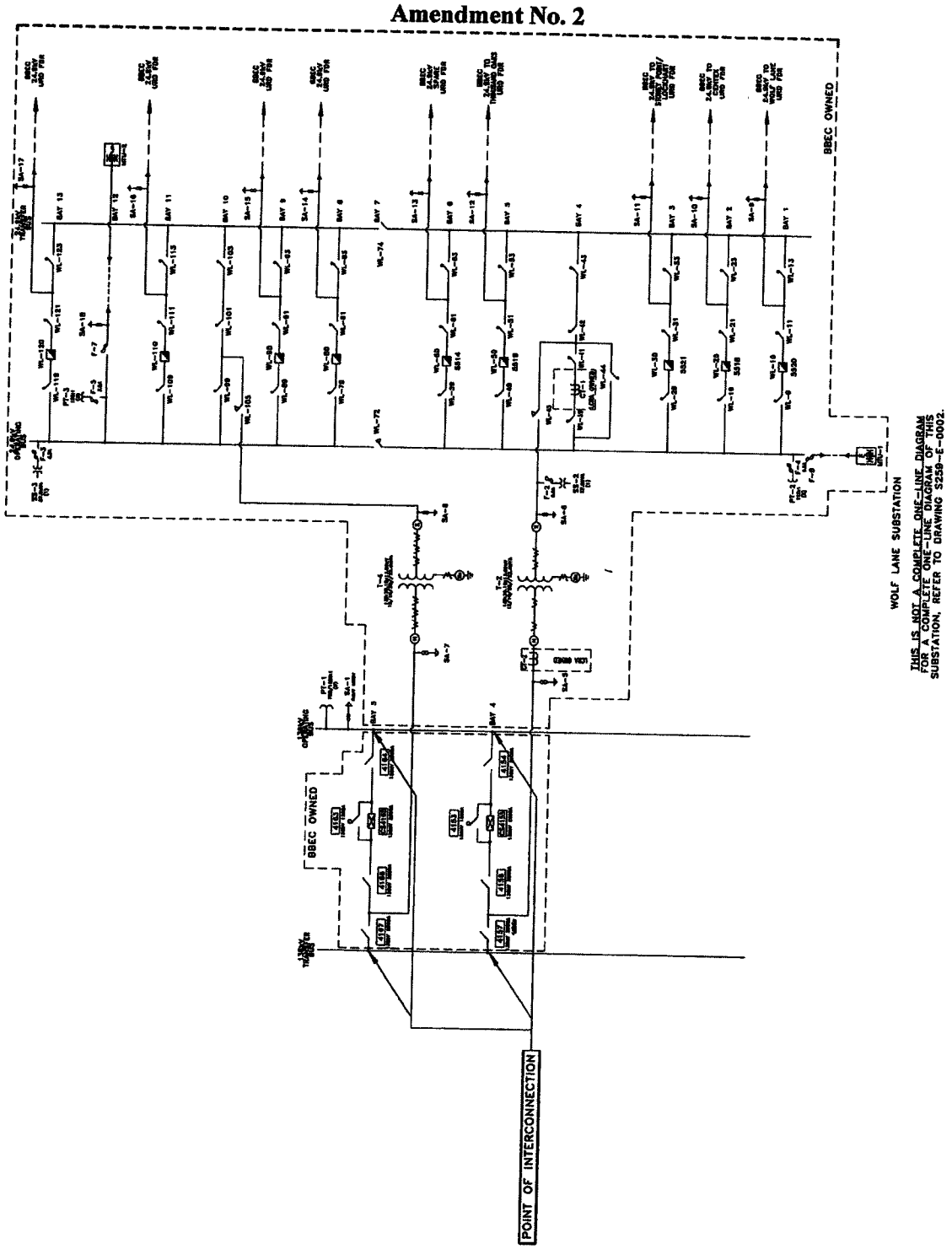
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

WOLF LANE ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 38
Amendment No. 2

1. **Name:** Tahitian Village Substation

2. **Facility Location:** The Tahitian Village Substation is located at 420 Mauna Loa Lane, Bastrop, Bastrop County Texas 78602.

3. **Points of Interconnection:** There is one (1) Point of Interconnection in the Tahitian Village Substation generally described as:

   where the jumper from the LCRA TSC 138kV operating bus attaches to the four hole pad on switch 22424

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 138 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in the total bay. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:

   The Tahitian Village Substation including, but not limited, to the following items:

   - One (1) circuit switcher CS-22425 with associated disconnect and bypass switches 22424 and 22427
   - One (1) 138 kV disconnect switch 22434
   - One (1) power transformers T-1 with associated surge arresters
   - All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All distribution circuit breakers including jumpers, protective relay packages and foundations
   - All distribution and total bays including A-frames, trusses, insulators, disconnect switches, bus tie switches, surge arresters, 12.5 kV operating and transfer buses, bus potential transformer and associated cabling
   - One (1) single phase current transformer CT-1
   - One (1) modulation transformer MTU-1 with associated surge arrester and fuse
   - Two (2) station service SS-2 and SS-3
   - Control house (24' x 42')

- Batteries

LCRA TSC owns:

- 138 kV operating bus including structures, insulators, hardware, foundations and jumpers
- Two (2) 138 kV bays including A-frames, trusses, insulators, conductors, hardware and foundations
- Two (2) 138 kV motor operated switches MOS22431 and 22421 with interrupters
- One (1) 12.5 kV metering current transformer CT-2
- One (1) communications tower

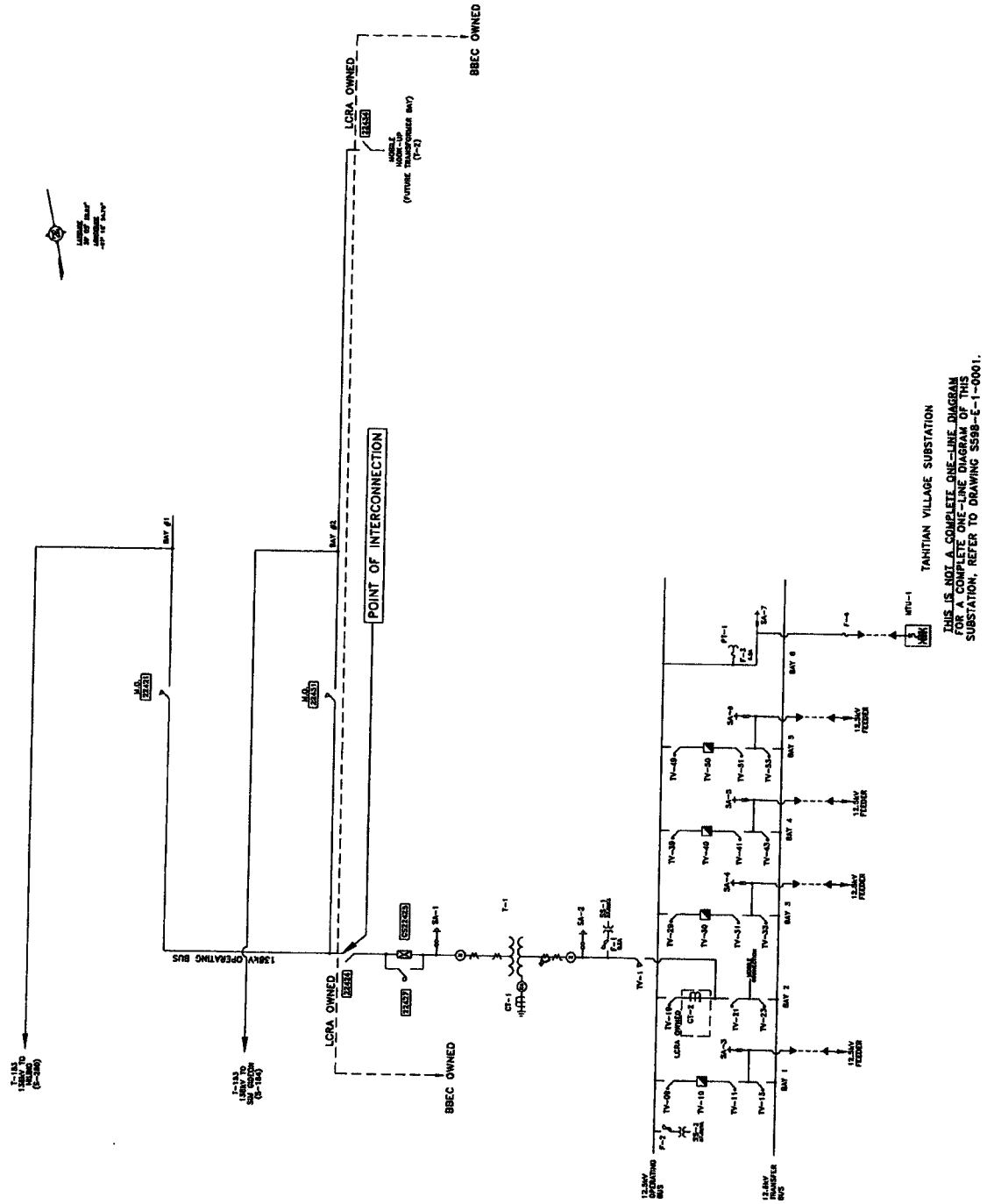
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

TAHITIAN VILLAGE ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 39
Amendment No. 2

1. **Name:** Beback Substation

2. **Facility Location:** The Beback Substation is located at 800 Beback Inn Road, San Marcos, Hays County, Texas 78666.

3. **Points of Interconnection:** There is one (1) Point of Interconnection in the Beback Substation generally described as:

   where the jumper from the LCRA TSC 138kV operating bus attaches to the four hole pad on switch 22584

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 138 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in T-1. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:

   The Beback Substation including, but not limited, to the following items:

   - One (1) circuit switcher CS-22585 with associated disconnect and bypass switches 22584 and 22587
   - One (1) 138 kV disconnect switch 22594
   - One (1) power transformers T-1 with associated surge arresters
   - All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All distribution circuit breakers including jumpers, protective relay packages and foundations
   - All distribution and total bays including A-frames, trusses, insulators, disconnect switches, bus tie switches, surge arresters, 12.5 kV operating and transfer buses, bus potential transformer and associated cabling
   - One (1) modulation transformer MTU-1 with associated surge arrester and fuse
   - Two (2) station service SS-1 and SS-2
   - Control house (24' x 42')
   - Batteries

LCRA TSC owns:

- 138 kV operating bus including structures, insulators, hardware, foundations and jumpers
- Two (2) 138 kV bays including A-frames, trusses, insulators, conductors, hardware and foundations
- Two (2) 138 kV motor operated switches MOS22583 and 22593 with interrupters
- One (1) communications monopole

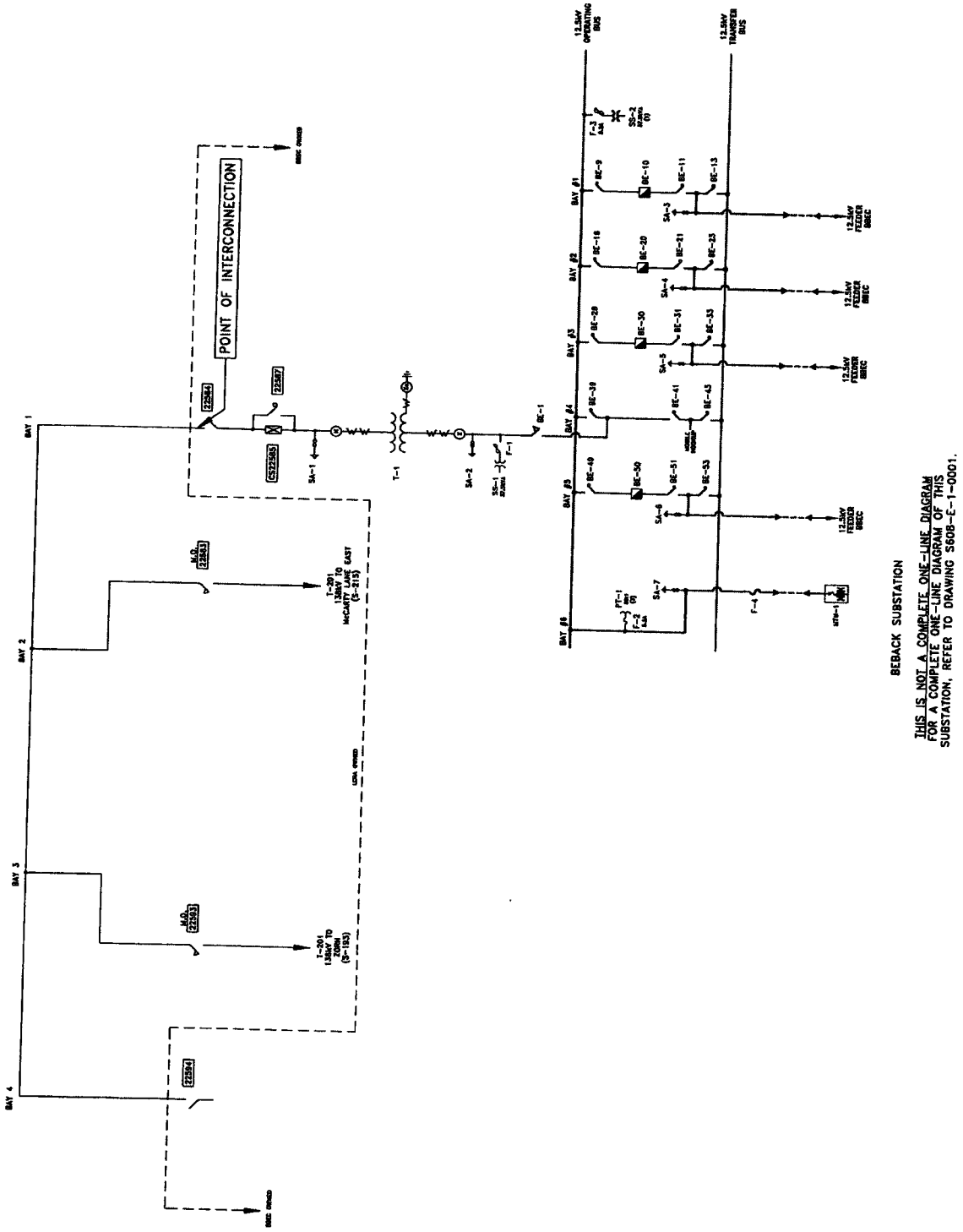
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:**
    - BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.
    - LCRA TSC transmission lines terminate on an LCRA TSC structure that is located on the BBEC easement.

BEBACK ONE-LINE DIAGRAM

Amendment No. 2



FACILITY SCHEDULE NO. 40
Amendment No. 2

1. **Name:** Wyldwood Substation

2. **Facility Location:** The Wyldwood Substation is located at approximately 200 Still Forest Drive, Wyldwood, Bastrop County, Texas

3. **Points of Interconnection:** There is one (1) Point of Interconnection in the Wyldwood Substation generally described as:

   where the jumper from the LCRA TSC 138kV operating bus attaches to the four hole pad on switch 22634

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 138 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in T-1. The bus potential transformer is located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:

   The Wyldwood Substation including, but not limited, to the following items:

   - One (1) circuit switcher CS-22635 with associated disconnect and bypass switches 22634 and 22637
   - One (1) 138 kV disconnect switch 22644
   - One (1) power transformers T-1 with associated surge arresters
   - All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All distribution circuit breakers including jumpers, protective relay packages and foundations
   - All distribution and total bays including A-frames, trusses, insulators, disconnect switches, bus tie switches, surge arresters, 12.5 kV operating and transfer buses, bus potential transformer and associated cabling
   - One (1) modulation transformer MTU-1 with associated surge arrester and fuse
   - Two (2) station service SS-1 and SS-2
   - Control house (24' x 42')
   - Batteries

LCRA TSC owns:

- 138 kV operating bus including structures, insulators, hardware, foundations and jumpers
- Two (2) 138 kV bays including A-frames, trusses, insulators, conductors, hardware and foundations
- Two (2) 138kV circuit breakers 22630 and 22640 with disconnect switches 22629, 22631, 22639 and 22641
- Two (2) 138 kV mobile disconnect switches 22628 and 22638
- Two (2) CCVTs CCVT-1 and CCVT-2
- Two (2) 138 kV surge arresters SA-1 and SA-2

10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

12. **Other Terms and Conditions:** BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

WYLDWOOD ONE-LINE DIAGRAM

Amendment No. 2