



Control Number: 35077



Item Number: 241

Addendum StartPage: 0

Project No. 35077

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First Amendment to

INTERCONNECTION AGREEMENT

Between

Rio Nogales Power Project, L.P.

and

LCRA Transmission Services Corporation

March 27, 2009

**FIRST AMENDMENT TO
INTERCONNECTION AGREEMENT**

This First Amendment ("Amendment") to the Interconnection Agreement, (the "Agreement"), dated April 21, 2000, between Rio Nogales Power Project L.P. ("RNPP") and the Lower Colorado River Authority ("LCRA") is made and entered into this 27 day of March, 2009, between RNPP and **LCRA TRANSMISSION SERVICES CORPORATION** (the "Corporation"), as assignee of the LCRA, collectively referred to hereinafter as the Parties. 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 Amendment is hereby added to the Agreement in lieu thereof.
2. Exhibit "A" attached to this Amendment will become effective upon execution of this 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 Amendment to be executed in several counterparts, each of which shall be deemed an original but all shall constitute one and the same instrument.

RIO NOGALES POWER PROJECT L.P.
By: TPF Rio Nogales I, LLC, its General Partner

By: *Bradley K Heisey*

Name: BRADLEY K HEISEY

Title: VICE PRESIDENT

Date: January 27, 2009

LCRA TRANSMISSION SERVICES
CORPORATION

By: *Ray Pfefferkorn*

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering
Manager

Date: 3/27/09



EXHIBIT A
INTERCONNECTION FACILITIES LISTING

The LCRA Interconnection Facilities will include the following:

Modifications to existing 345 kV transmission lines (Zorn to Marion)

4 - 345 kV Circuit Breakers

12 - 345 kV Disconnect Switches, 3 phase, gang operated

2 - Interconnect Point Meters, Bi-Directional with In/Out Registers

2 - Backup Interconnection Meters, Bi-Directional with In/Out Registers

6 - 345 kV Dead-end Structures

4 sets - 345 kV Surge Arrestors

2 sets- 345 kV Metering Current Transformers

1- Remote Terminal Unit

1 - Digital Fault Recorder

6 - 345 kV Coupling Capacitor Voltage Transformers

6 - 345 kV Coupling Capacitor Voltage Transformers, Metering Accuracy

Necessary Protective relaying and control equipment

Necessary 345 kV Busswork and connectors

Necessary Substation shielding, graveling, grounding and fencing

Necessary Metering, Telemetry, and Communications

Necessary Control Centers and associated equipment

The above list is not intended to be a complete list of all facilities that LCRA will install in its Interconnection Facilities.

The RNPP Interconnection Facilities will include the following:

2 - 345 kV Circuits, Bundled 795 MCM ACSR, approximately eight (8) line miles in length.

Necessary Material to dead-end and connect the RNPP 345 kV circuits to LCRA's dead-end structures; standard NEMA 4 hole pad corona free connection is required.

6 - 345 kV Circuit Breakers

2 sets - 345 kV Surge Arrestors

18 - 345 kV Disconnect Switches, 3 phase, gang operated

Necessary 345 kV Busswork and connectors

2 - Primary and Backup Direction Comparison Blocking Line Protection Schemes

1 - Fiber Optic Link Between LCRA and RNPP

2 - Breaker Failure/Sync Check Protection Schemes

1 - Remote Terminal Unit

1 - Digital Fault Recorder

Necessary 345 kV Instrument Transformers

Necessary Metering, Telemetry, and Communications for Facility ERCOT Operations

The above list is not intended to be a complete list of all facilities that RNPP will install in its

Interconnection Facilities.