



Control Number: 35077



Item Number: 261

Addendum StartPage: 0

Project No. 35077

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Second Amendment to

INTERCONNECTION AGREEMENT

Between

Guadalupe Valley Electric Cooperative, Inc.

and

LCRA Transmission Services Corporation

Dated

October 13, 2011

261

**SECOND AMENDMENT TO
INTERCONNECTION AGREEMENT**

This Second Amendment ("Amendment") is made and entered into this ^{13th} day of ~~Oct~~ 2011, between the Guadalupe Valley Electric Cooperative, Inc. ("GVEC") and the LCRA Transmission Services Corporation ("LCRA TSC") collectively referred to hereinafter as the Parties.

WHEREAS, the LCRA TSC and GVEC entered into that certain Interconnect Agreement executed February 8, 2011, as amended by that certain Amendment No. 1, executed as of August 26, 2001 (collectively, as amended, the "Agreement"); and

WHEREAS, GVEC is adding the Nordheim-West Substation where LCRA TSC will have transmission equipment

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" 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 Schedule No. 20 (including the diagrams attached thereto) attached to this Second Amendment is hereby added to the Agreement.
3. Facility Schedule No. 20 (including the diagrams attached thereto) 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.

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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.

GUADALUPE VALLEY ELECTRIC
COOPERATIVE, INC.

By: 

Name: Robert B. Christmas

Title: Engineering & Operations Manager
and Chief Operating Officer

Date: 10/12/11

LCRA TRANSMISSION SERVICES
CORPORATION

By: 

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission
Engineering Manager

Date: 10/13/11

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FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION (# of Points)	INTERCONNECTION VOLTAGE (KV)	EFFECTIVE DATE OF INTERCONNECTION
1	Cuero (18)	12.5 kV	8/26/20011
2	Geronimo (3)	138 kV	2/8/2011
3	Gonzales (2)	138 kV	2/8/2011
4	Hallettsville (2)	138 kV	2/8/2011
5	FM 237 Yorktown	69 kV	2/8/2011
6	Marion (2)	138 kV	8/26/20011
7	LCRA Nixon (3)	69 kV	2/8/2011
8	Parkway (6)	138 kV	2/8/2011
9	Schumansville (1)	138 kV	2/8/2011
10	Seguin (6)	138 kV	2/8/2011
11	Seguin West (6)	138 kV	2/8/2011
12	Sweet Home (6)	24.9 kV	2/8/2011
13	Thompsonville (3)	4.16 kV	2/8/2011
14	Waelder (6)	12.5 kV	2/8/2011
15	Weiderstein (2)	138 kV	2/8/2011
16	Yoakum-Gartner (11)	12.5 kV	2/8/2011
17	York Creek (1)	138 kV	2/8/2011
18	Cheapside (2)	138 kV	2/8/2011
19	Pilot Grove (2)	138 kV	8/26/20011
20	Nordheim-West (1)	69 Kv	October 21, 2011
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FACILITY SCHEDULE NO. 20
Amendment No. 2

1. **Name:** Nordheim-West Substation
2. **Facility Location:** The Nordheim-West Substation is located at 601 Gilbert Mueller Road, Nordheim, Texas 78141 .
3. **Points of Interconnection:** There is (1) Point of Interconnection in the Nordheim-West Substation generally described as:
 - where the 69 kV operating bus connector bolts to the four hole pad on switch 23964
4. **Transformation Services Provided by LCRA TSC:** No
5. **Metering Services Provided by LCRA TSC:** Yes
6. **Delivery Voltage:** 69 kV
7. **Metered Voltage and Location:** The metering voltage is 24.9 kV. The metering current transformer is located inside T-1. The bus potential transformer is located on the 24.9 kV operating bus.
8. **One Line Diagram Attached:** Yes
9. **Description of Facilities Owned by Each Party:**
GVEC owns:
 - The Nordheim -West Substation including, but not limited to, the following items:
 - One (1) circuit switcher CS-23965 with associated disconnect switch 23964
 - One (1) 138 kV mobile disconnect switch 23968 (operated at 69 kV)
 - One (1) power transformer T-1 with associated surge arresters
 - One (1) 24.9 kV transformer bus disconnect switch NW30
 - 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 transformer and associated cabling
 - One (1) MTU, MTU1 with associated fused disconnects F2 and F4
 - Station service, SS-1 and fuse F-1
 - Control house (24' x 36')
 - Batteries and battery charger

LCRA TSC owns:

- Two (2) 138 kV dead-end structures, foundations, insulators and jumpers
- Two (2) 69 kV bus potential transformers PT-1 and PT-2
- Two 69 kV surge arresters SA-1 and SA-2
- 138 kV bus including support structures, foundations and jumpers
- Two (2) 138 kV circuit breakers 23960 and 23970 including jumpers, protective relay packages and foundations
- Six (6) 138 kV disconnect switches 23959, 23961, 23963, 23969, 23971, and 23973

All 138 kV equipment is being operated at 69 kV.

- 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:**
 - GVEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.
 - GVEC will purchase and provide to LCRA TSC the necessary transmission line easements into the substation in a form acceptable to LCRA TSC.

NORDHEIM WEST ONE-LINE DIAGRAM

Amendment No. 2

