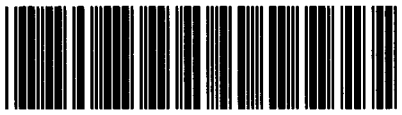

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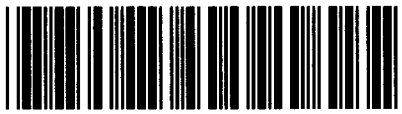

Item Number: 264

Addendum StartPage: 0

Project No. 35077

Third Amendment to

INTERCONNECTION AGREEMENT

Between

Bluebonnet Electric Cooperative
and

LCRA Transmission Services Corporation

Dated
October 26, 2011

264

THIRD AMENDMENT TO
INTERCONNECTION AGREEMENT

This Third Amendment ("Amendment") is made and entered into this 26th day of October, 2011, between the Bluebonnet Electric Cooperative ("BBEC") and the LCRA Transmission Services Corporation ("LCRA TSC") collectively referred to hereinafter as the Parties.

WHEREAS, the LCRA TSC and the BBEC entered into that certain Interconnect Agreement executed November 17, 2008, as amended by that certain Amendment No. 1, executed as of October 13, 2009, as amended by that certain Amendment No. 2, executed as of January 13, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, the LCRA TSC will install a connection for a mobile transformer at the Colton Substation, and;

WHEREAS, the LCRA TSC added circuit switcher disconnect switches 2874 and 3364 at Lockhart Substation, and;

WHEREAS, the LCRA TSC will upgrade the protection system at Plum Substation adding current transformers to several breakers, transformer T-1, and a battery house

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

2. Facility Schedule No. 9 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 9 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.

3. Facility Schedule No. 9 (including the diagrams attached thereto) attached to this Third Amendment will become effective upon execution of this Third Amendment by the Parties.

4. Facility Schedule No. 16 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 16 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.

5. Facility Schedule No. 16 (including the diagrams attached thereto) attached to this Third Amendment will become effective upon execution of this Third Amendment by the Parties.

6. Facility Schedule No. 25 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 25 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.

7. Facility Schedule No. 25 (including the diagrams attached thereto) attached to this Third

Amendment will become effective upon execution of this Third 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 Third 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: 10/11/11

LCRA TRANSMISSION SERVICES CORPORATION

By: _____

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 10/26/11

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LCRA LEGAL

EXHIBIT A
Amendment No. 3

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	01/13/2011
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 3rd 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	01/13/2011
14	Harris Branch (18)	24.9 kV	10/13/2009
15	Lexington (7)	12.5 kV & 138 kV	01/13/2011
16	Lockhart (9)	12.5 kV	Date of 3rd Amendment
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	01/13/2011
21	McCarty Lane East (9)	12.5 kV	11/17/2008
22	Mendoza (9)	12.5 kV	01/13/2011
23	Paige (1)	138 kV	10/13/2009
24	Pisek (1)	138 kV	11/17/2008
25	Plum (4)	12.5 kV	Date of 3rd Amendment
26	Red Rock (2)	138 kV	01/13/2011
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	01/13/2011
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	01/13/2011

39	Beback (1)	138 kV	01/13/2011
40	Wyldwood (1)	138 kV	01/13/2011

FACILITY SCHEDULE NO. 9
Amendment No. 3

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
- Mobile transformer connection in bay 11.
- One (1) low voltage switch CL13 with interrupter
- Underfrequency relay panel
- Station service
- Control house with battery

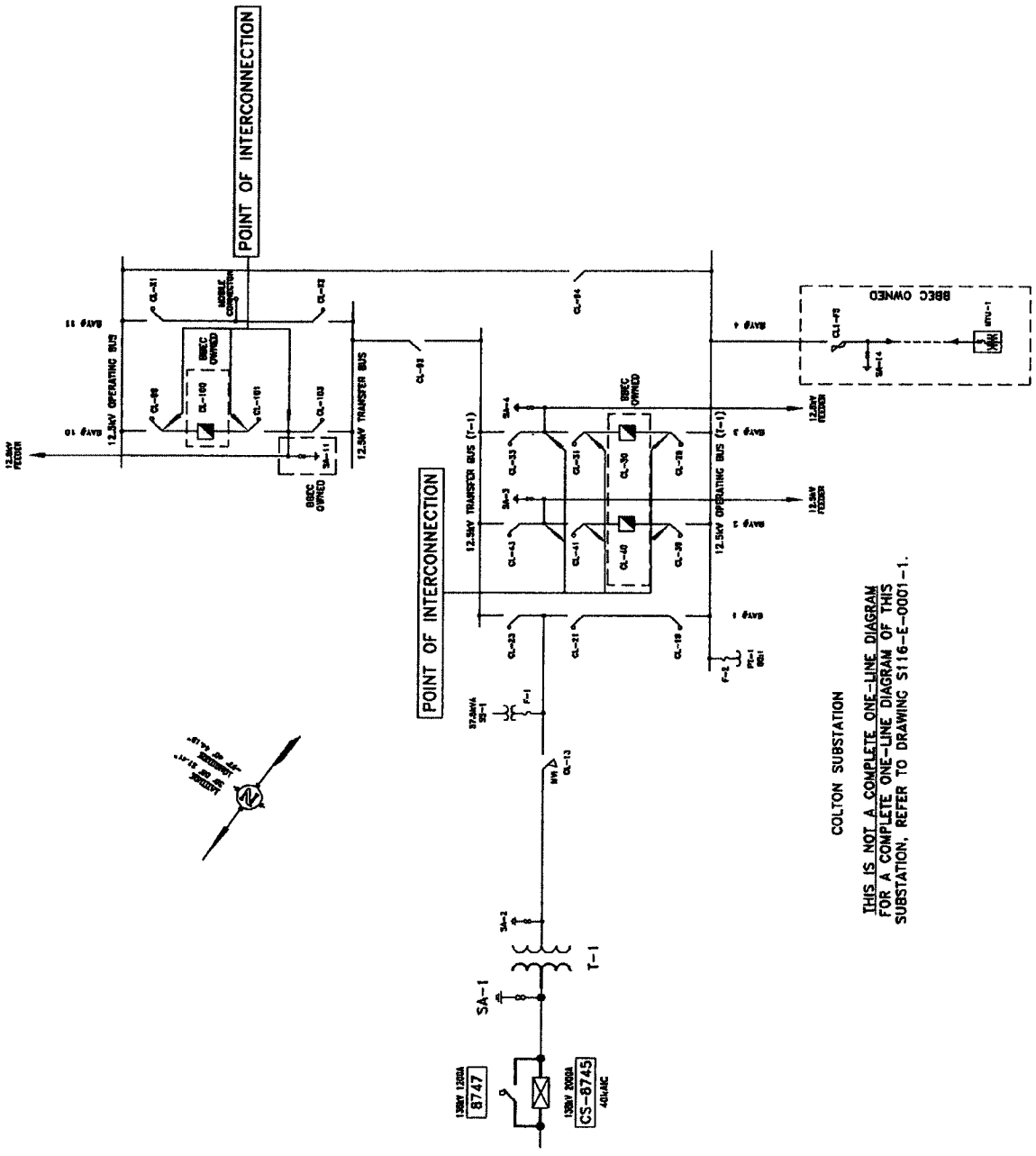
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

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.3



FACILITY SCHEDULE NO. 16
Amendment No. 3

1. **Name:** Lockhart Substation

2. **Facility Location:** The Lockhart Substation is located at 1000 East FM 20, Lockhart, Caldwell County, Texas 78644.

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

   - where the incoming distribution line connects to the tubular bus between switches LK-101 and LK-103 at breaker K-100.
   - where the jumper from breaker LK-100, passing through CT-10, connects to the 4 hole pad on switch LK-99.
   - where the jumper from breaker LK-100 connects to the 4 hole pad on switch LK-101.
   - where the incoming distribution line connects to the tubular bus between switches LK-131 and LK-133 at breaker LK-130.
   - where the jumper from breaker LK-130, passing through CT-13 connects to the 4 hole pad on switch LK-129.
   - where the jumper from breaker LK-130 connects to the 4 hole pad on switch LK-131.
   - where the incoming distribution line connects to the tubular bus between switches LK-141 and LK-143 at breaker LK-140.
   - where the jumper from breaker LK-140, passing through CT-14, connects to the 4 hole pad on switch LK-139.
   - where the jumper from breaker LK-140 connects to the 4 hole pad on switch LK-141.

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 inside T-1 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:

   - Three (3) distribution circuits including dead end insulators that attach to the dead

end structure, conductors and hardware
- Three (3) distribution circuit breakers LK-100, LK-130, LK-140 including jumpers, protective relay packages and foundations
- One (1) modulation transformer MTU-1 and associated surge arrester and fuse
- Portable control house

LCRA TSC owns:

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

- One (1) power transformer T-1 with associated surge arresters
- One (1) circuit switcher CS-3365 and associated switches 3362, 3363 and 3364
- One (1) total circuit breaker LK-110 with jumpers, protective relaying and foundation
- 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
- Underfrequency relay panel (disabled)
- Control house and battery bank
- Station service

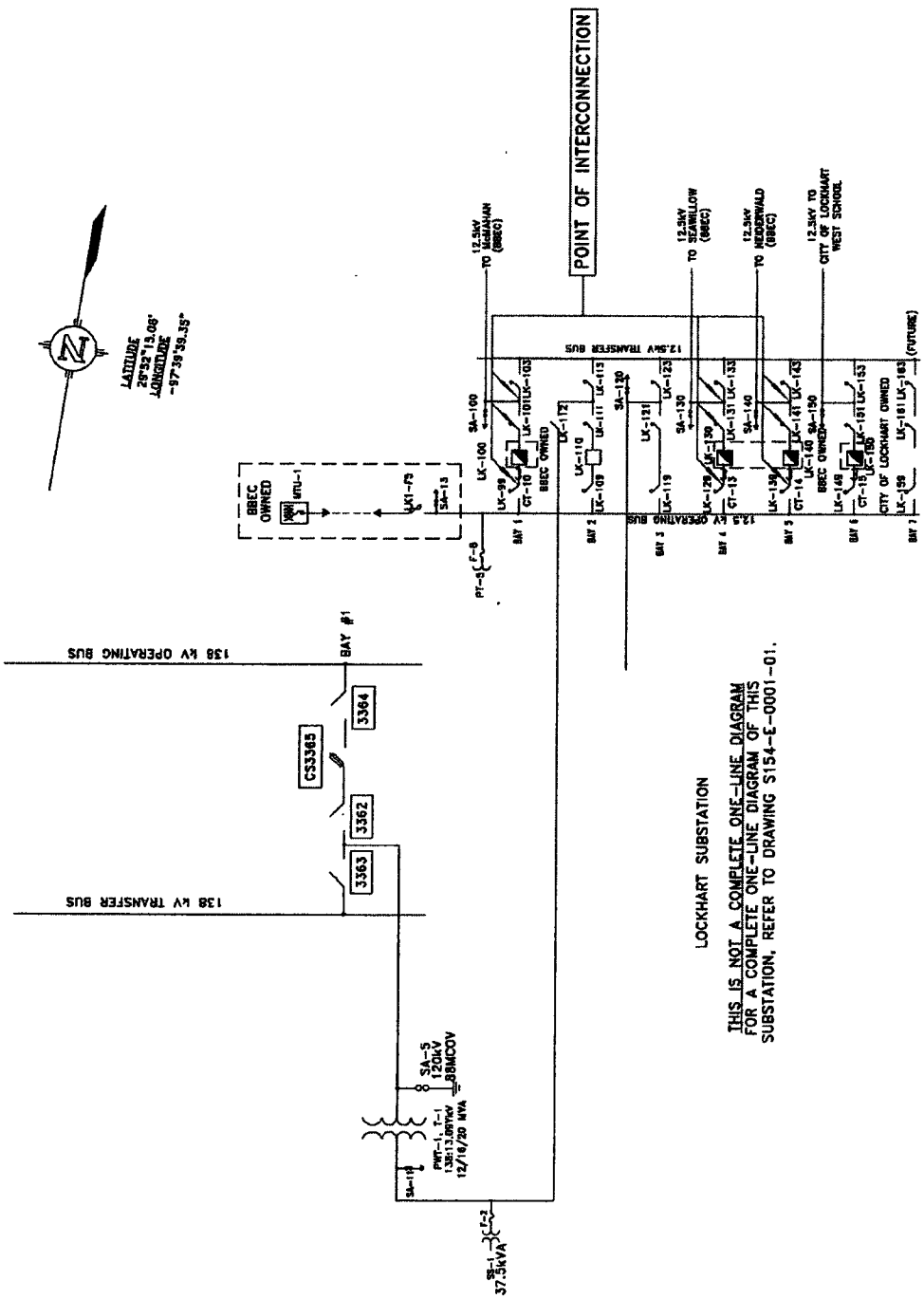
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

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.

LOCKHART ONE-LINE DIAGRAM

Amendment No. 3



FACILITY SCHEDULE NO. 25
Amendment No. 3

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
- Four (4) bushing CT's CT-6, CT-7, CT-12 and CT-13
- 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 (20' x 27') and battery bank
- Battery House (12' x 21')
- 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. 3