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Third Amendment to

INTERCONNECTION AGREEMENT

Between

Guadalupe Valley Electric Cooperative and

LCRA Transmission Services Corporation

Dated November 30, 2011

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THIRD AMENDMENT TO INTERCONNECTION AGREEMENT

This Third Amendment ("Amendment") is made and entered into this 30 day of

Nov., 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, 2011; as amended by that certain Amendment No 2; executed as of October 13, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, GVEC is adding the Lost Creek 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 Third Amendment is hereby added to the Agreement in lieu thereof.
- 2. Facility Schedule No. 21 (including the diagrams attached thereto) attached to this Third Amendment is hereby added to the Agreement.
- 3. Facility Schedule No. 21 (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.

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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.

GUADALUPE VALLEY ELECTRIC COOPERATIVE, INC.

By:

Name: Robert B. Christmas

Title: Engineering & Operations Manager and Chief Operating Officer

Date: ________

LCRA TRANSMISSION SERVICES CORPORATION

By: an

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 11/30/11



Exhibit A

Amendment No. 3

FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION	INTERCONNECTION VOLTAGE (KV)	EFFECTIVE DATE OF INTERCONNECTION
	(# of Points)		MULLINCOLULECTION
1	Cuero (18)	12.5 kV	8/26/2011
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	8/26/2011
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	8/26/2011
20	Nordheim-West (1)	69 kV	10/21/2011
21	Lost Creek (2)	69 kV	Date of 3 rd Amendment
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FACILITY SCHEDULE NO. 21 Amendment No. 3

- 1. Name: Lost Creek Substation
- 2. Facility Location: The Lost Creek Substation is located at 235 Bell Road, Cuero, Dewitt County, Texas 77954.
- 3. Points of Interconnection: There are two (2) Points of Interconnection in the Lost Creek Substation generally described as:
 - where the 69 kV operating bus connector bolts to the four hole pad on switch 23909
 - where the 69 kV operating bus connector bolts to the four hole pad on switch 23919
- 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 4.16 kV. The metering current transformers are located inside T-3 and T-4. The bus potential transformers are located on the 4.16 kV operating buses.
- 8. One Line Diagram Attached: Yes
- 9. Description of Facilities Owned by Each Party:

GVEC owns:

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

- Five (5) A frame structures
- Buswork from disconnect switches 23909 and 23919 to disconnect switches 23884 and 23894
- Two (2) circuit switcher CS-23885 and CS-23895 with associated disconnect switch 23884 and 23894
- Three (3) 138 kV bus disconnect switches 23899, 23909 and 23919
- Two (2) power transformer T-3 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, surge arresters, 4.16 kV operating and transfer buses, bus potential transformers and associated cabling

- Two (2) station service, SS-3 and SS-4 with fuses F-7 and F-8 (not shown on attached partial one line)
- Control house (30' x48')
- 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 (69 kV Operating Bus #1) including support structures, foundations and jumpers
- Three (3) 138 kV circuit breakers 23880, 23890 and 23930 including jumpers, protective relay packages and foundations
- Seven (7) 138 kV disconnect switches 23879, 23881, 23889, 23891, 23929, 23941and 23951
- One (1) potential transformer PT-5
- One (1) capacitor bank CP-1

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.



Amendment No. 3

