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Project No. 35077

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Third Amendment to

INTERCONNECTION AGREEMENT

Between

**San Bernard Electric Cooperative
and**

LCRA Transmission Services Corporation

Dated

December 6, 2011

THIRD AMENDMENT TO INTERCONNECTION AGREEMENT

This Third Amendment ("Amendment") is made and entered into this 6th day of December, 2011, between San Bernard Electric Cooperative ("SBEC") and LCRA Transmission Service Corporation ("LCRA TSC"), collectively referred to hereinafter as the Parties.

WHEREAS, the LCRA TSC and SBEC entered into that certain Interconnection Agreement executed February 9, 2009, as amended by that certain Amendment No. 1 executed as of August 4, 2009, as amended by that certain Amendment No. 2 executed as of April 20, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, the SBEC will install a communications antenna on LCRA TSC's communications tower and associated control equipment at Waller Substation.

NOW, THEREFORE, in consideration of the mutual promises and undertakings herein set forth, the Parties agree to amend the Agreement as follows:

1. Article IX of the Interconnection Agreement shall be amended by the addition of Section 9.4 which states as follows:

9.4 Before any communication hardware is attached to or installed upon equipment owned by the other Party, the installing Party shall first provide specifications and engineering drawings to the host Party and obtain the consent of the host Party (which shall not be unreasonably withheld). Installation shall be scheduled in coordinating between the installing Party and host Party with appropriate consideration for planned maintenance outages. Following installation, the installing Party shall provide as-built drawings of the installed facilities to the host Party. Each installation shall be documented in the respective Facility Schedule attached to this Agreement.

2. Exhibit "A" attached to the Agreement is deleted in its entirety and the Exhibit "A" attached to this Third Amendment is hereby added to the Agreement in lieu thereof.
3. Facility Schedule No. 15 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 15 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.
4. Facility Schedule No. 15 (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.

SAN BERNARD ELECTRIC
COOPERATIVE

By: Don Roberts

Name: Don Roberts

Title: SBEC Electric Systems Manager

Date: 12/6/11

LCRA TRANSMISSION SERVICES
CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering
Manager

Date: 12/12/11

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EXHIBIT A
Third Amendment

FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION (# of Points)	INTERCONNECTION VOLTAGE (KV)	EFFECTIVE DATE OF INTERCONNECTION
1	Bellville North (12)	12.5 kV	2/9/2009
2	Bellville South (3)	69 kV	2/9/2009
3	Bernardo (1)	69 kV	8/4/2009
4	Colorado (7)	12.5 kV/69 kV	4/20/2011
5	Frelsburg (1)	138 kV	2/9/2009
6	Glidden (1)	69 kV	2/9/2009
7	Hallettsville City (6)	12.5 kV	4/20/2011
8	Macedonia(3)	24.9 kV/138 kV	2/9/2009
9	New Bremen (12)	12.5 kV	4/20/2011
10	Prairie View (4)	138 kV	2/9/2009
11	Quanex (2)	12.5 kV/69 kV	2/9/2009
12	Quanex Switch Structure (3)	69 kV	2/9/2009
13	Sheridan Switch Structure (3)	69 kV	2/9/2009
14	Thorstenburg Switch Structure (3)	69 kV	2/9/2009
15	Waller (5)	12.5 kV/138 kV	Date of 3 rd Amendment
16	Rock Island (0)		2/9/2009
17	Seaway (0)		8/4/2009
18	Sheridan (0)		2/9/2009
19	Sunnyside (0)		2/9/2009
20	Thorstenburg #2 (0)		2/9/2009
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FACILITY SCHEDULE NO. 15

Third Amendment

1. **Name:** Waller Substation
2. **Facility Location:** The Waller Substation is located at 2980 13th St., Hempstead, Waller County, Texas 77445.
3. **Points of Interconnection:** There are five (5) Points of Interconnection in the Waller Substation generally described as:
 - where the incoming 138 kV SBEC transmission line from Prairie View Substation terminates at the dead end structure.
 - where the jumper from switch WR-9 connects to the 12.5 kV operating bus at breaker WR-10.
 - where the jumper from switch WR-13 connects to the 12.5 kV transfer bus at breaker WR-10.
 - where the jumper from switch WR-29 connects to the 12.5 kV operating bus at breaker WR-30.
 - where the jumper from switch WR-33 connects to the 12.5 kV transfer bus at breaker WR-30.
4. **Transformation Services Provided by LCRA TSC:** Yes
5. **Metering Services Provided by LCRA TSC:** Yes
6. **Delivery Voltage:** 12.5/138 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:**
SBEC owns:
 - The following transmission lines comprised of conductors, insulators, and connecting hardware:
 - Waller to Prairie View transmission line
 - One (1) A-frame structure in 12.5 kV bay #1
 - One (1) upper truss in 12.5 kV bay #1
 - Two (2) lower truss in 12.5 kV bay #1
 - Two (2) distribution circuits, in bays #1 and #3 ,including dead end insulators that attach to the dead end structure, disconnect switches and surge arresters,

- Two (2) distribution circuit breakers WR-10 and WR-30 including jumpers and protective relay packages
- Underfrequency relay equipment
- One (1) RTU panel
- One (1) communications antenna, BCD-87010-25 Omni mounted at a height of 104' on LCRA TSC communications tower
- One (1) 19" communications rack on casters

LCRA TSC owns:

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

- 138 kV operating and transfer bus including structures, insulators, foundations and jumpers
- One (1) 138 kV bus potential transformer PT-1
- One (1) 138 kV surge arrester SA-1
- One (1) circuit switcher CS-3085 with associated disconnect switch 3084
- One (1) 138 kV circuit breaker 3070 including foundation, jumpers and protective relay package
- Four (4) 138 kV switches 3069, 3071, 3073 and 3087
- One (1) single phase current transformer CT-6
- One (1) current transformer CT-10
- One (1) power transformer PWT-1, T-1 with associated surge arresters
- One (1) total circuit breaker WR-20 with jumpers and protective relaying
- Three (3) distribution and total circuit breaker foundations
- All distribution and total bays including A-frames (except 1 in bay #1) , trusses (except in bay #1), insulators, disconnect switches (except in bays #1 and #3), surge arresters (except in bays #1 and #3) , 12.5 kV operating and transfer bus, bus potential transformer, metering current transformer and associated cabling
- Control house and battery
- Station service

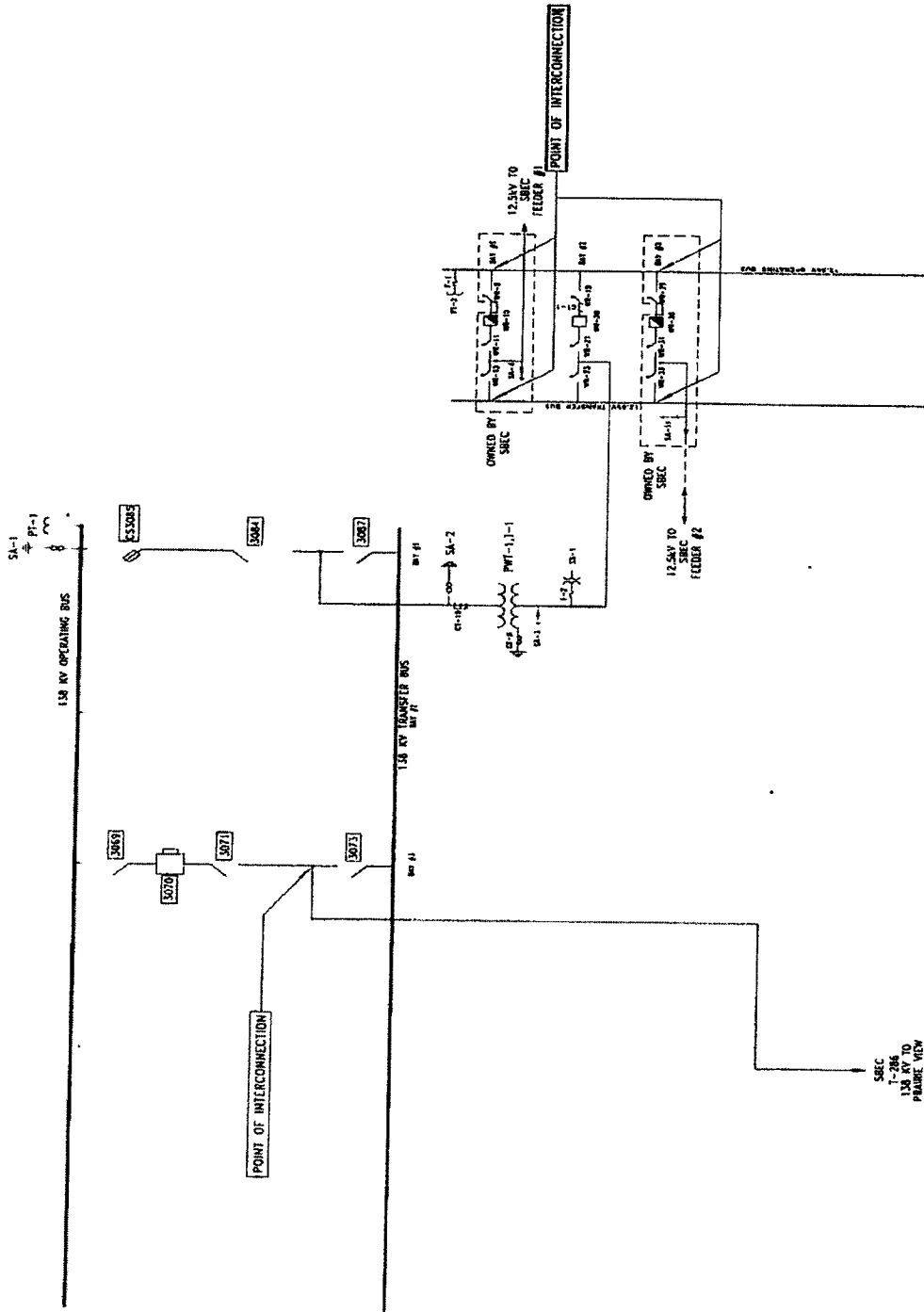
10. Operational Responsibilities of Each Party: Each Party is responsible for the operation of the equipment it owns.

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:

- SBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.
- SBEC's communication antenna will be installed and operated in accordance with the terms of the Lower Colorado River Authority Technical Review.

WALLER ONE-LINE DIAGRAM



KOLYVASEBOS JITTVA

THIS IS NOT A COMPLETE ONE-LINE DIAGRAM
FOR A COMPLETE ONE-LINE DIAGRAM OF THIS
SUBSTATION, REFER TO DRAWING 5230-E-0003.