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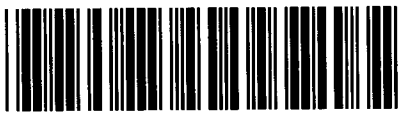

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PUC Project No. 35077

Amendment to Interchange Agreement

Between

South Texas Electric Cooperative

and

LCRA Transmission Services Corporation

January 9, 2012

276

AMENDMENT TO
INTERCHANGE AGREEMENT

This Amendment to the Interchange Agreement, dated October 7, 1987 ("the Agreement"), between South Texas Electric Cooperative ("STEC") and the Lower Colorado River is made and entered into this 9th day of January, 2012 between STEC and the LCRA Transmission Services Corporation ("Corporation") (assignee of the Lower Colorado River Authority), and 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. Facility Schedules No. 10 and 11 (including the diagrams attached thereto) attached to this Amendment are hereby added to the Agreement.

2. Facility Schedules No. 10 and 11 will become effective upon execution of this Amendment by the Parties.

3. 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.

SOUTH TEXAS ELECTRIC COOPERATIVE

By: _____

Name: Michael Packard

Title: General Manager

Date: January 4, 2012

LCRA TRANSMISSION SERVICES CORPORATION

By: _____

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 1/9/12

FACILITY SCHEDULE NO. 10

1. Name: Nada Substation (the Point of Interconnection)

2. Point of Interconnection location: The Point of Interconnection is located in Colorado County, Texas along the STEC 69 kV transmission line between El Campo Substation and LCRA Colorado Substation. The Point of Interconnection is where the Corporations 69 kV bus attaches to STEC's switch 227.

3. Delivery Voltage: 69 kV

4. Metering: N/A

5. Normal closed: Yes

6. One-Line Diagram Attached: Yes

7. Facilities owned by STEC:
The Nada Substation including, but not limited to, the following items:
- The 69 kV Nada to EL Campo (STEC) transmission line
- The 69 kV Nada to Colorado transmission line
- 69 kV bus including support structures, foundations and jumpers
- 69 kV box structure, foundations, insulators and jumpers
- Two (2) 69 kV gas circuit breakers 238 and 248 including foundations, jumpers and protective relay panels
- One (1) motor operated disconnect switch no. 277
- Six (6) 69 kV disconnect switches 237, 239, 240, 247, 249 and 250
- One (1) power transformer, T-1with fuse protection and associated bus disconnect switch No. 391
- All distribution bays including A-frames, trusses, insulators, disconnect switches, surge arresters, operating and transfer bus, bus potential transformers and associated cabling
- All distribution circuit breakers including jumpers, protective relay packages and foundations
- Control House (16' x 24') and all equipment in the control house
- Substation property, ground grid, gravel and fence
- Communications and SCADA equipment including RTU and antenna pole

8. Facilities owned by the Corporation:
- The Nada to Altair 69 kV transmission line
- The Nada to Ricebird 138 kV transmission line
- One (1) 69 kV dead-end structure, foundation, insulators and jumpers
- One (1) 138 kV dead-end structure, foundation, insulators and jumpers
- 69 kV bus including support structures, foundations and jumpers

- 138 kV bus including support structures, foundations and jumpers
- One (1) 138 kV circuit breaker 24210 including foundation, jumpers and protective relay panel
- Three (3) 138 kV disconnect switches 24209, 21211 and 24213
- Two (2) sets of 138 kV surge arrester SA-1 and SA-3
- One (1) 138 kV coupling capacitor voltage transformer CCVT-1
- One (1) autotransformer AT-1
- One (1) surge arrester (on tertiary winding) SA-5
- Two (2) sets of 69 kV surge arresters SA-2 and SA-4
- One (1) 69 kV potential transformer PT-1
- Two (2) 69 kV circuit breakers 24220 and 24230 including foundations, jumpers and protective relay panels
- Five (5) 69 kV disconnect switches 24219, 24221, 24229, 24231 and 24233
- One (1) station service SS1 with fuse F-1
- Control House
- Battery bank and charger
- One (1) RTU with associated interface and communications equipment
- 69kV bus differential utilizing STEC owned and supplied internal current transformers from circuit breakers 238, 248 and external current transformers for transformer T1

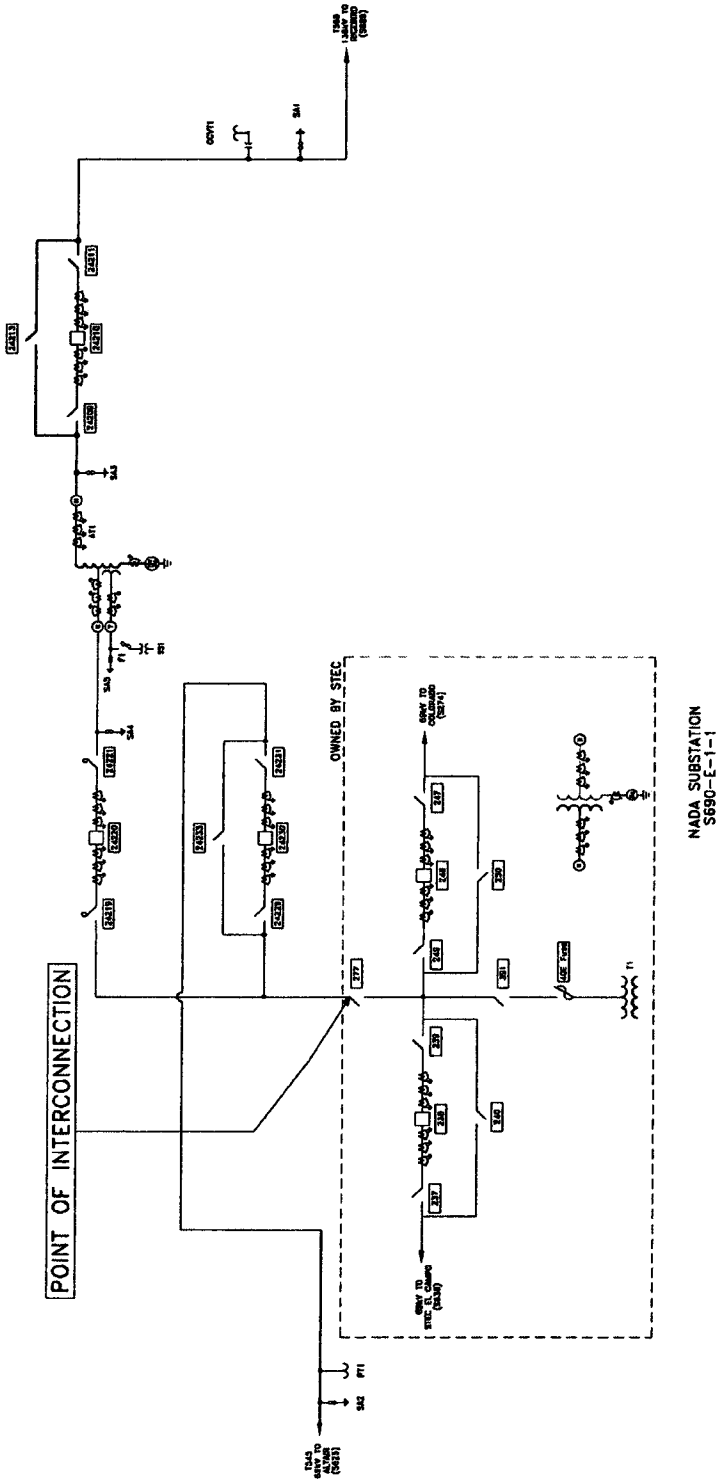
9. Operational and Maintenance Responsibility:
   - Each Party will be responsible for the operation and maintenance of the facilities it owns.
   - STEC will direct and coordinate all switching for STEC's facilities, including its 69 kV transmission lines and associated 69 kV circuit breaker (s), disconnect switches and distribution facilities associated with its transformer(s). These facilities will not be locked or switched by the Corporation unless done so in accordance with STEC System Operations dispatch instructions.
   - The Corporation will direct and coordinate all switching for the Corporation's facilities, including the 138 kV and 69 kV transmission lines and associated 138 kV and 69 kV circuit breakers and disconnect switches. STEC and its member cooperatives will be allowed to switch the Corporation's equipment as long as they have received the Corporation's Switch Training. Otherwise these facilities will not be locked or switched by STEC or its member cooperatives.

10. Supplemental terms and conditions:

    - Each Party will name and number their respective equipment.
    - Each Party shall be responsible for submitting the ICCP data to ERCOT for the equipment they own at this substation.
    - STEC and the Corporation are to share access to the substation by each having their own locks in the gate and in the control house doors.

- STEC is responsible for reporting to ERCOT all load data requests for STEC load served out of this substation.

FACILITY SCHEDULE NO. 10
ONE LINE DIAGRAM



FACILITY SCHEDULE NO. 11

1. Name: Ricebird Substation (the Point of Interconnection)

2. Point of Interconnection location: The Point of Interconnection is located in Wharton County, Texas along the Corporation's 138 kV transmission line between Nada Substation and El Campo (AEP) Substation. The Point of Interconnection is where the Corporation's 138 kV bus attaches to the four hole pad on STEC's switch no 12815.

3. Delivery Voltage: 138 kV

4. Metering: N/A

5. Normal closed: Yes

6. One-Line Diagram Attached: Yes

7. Facilities owned by STEC:
The Ricebird Substation including, but not limited to, the following items:
- One (1) 138 kV circuit breaker No. 12814 with multi-ratio, 2000:5, current transformers for use by the Corporation's bus differential scheme and with associated bus disconnect switch No. 12815 including foundations, jumpers and protective relay panels
- One (1) autotransformer, AT-1, with associated surge arresters
- Station service SS-1 with fused disconnect
- Three (3) 69 kV circuit breakers 1824, 1834 and 1844 including foundations, jumpers and protective relay panels
- Seven (7) 69 kV disconnect switches 1822, 1823, 1825, 1832, 1833, 1835, 1842, 1843 and 1845
- 69 kV bus including support structures, foundations and jumpers
- Two (2) sets of 69 kV surge arresters SA-4 and SA-5
- Two (2) 69 kV bus potential transformers PT-4 and PT-5
- Two (2) 69 kV dead end structures, foundations, insulators and jumpers
- The 69 kV Ricebird to STEC El Campo transmission line
- The 69 kV Ricebird to Round Mott transmission line
- Control house
- Batteries and battery charger
- Substation property, ground grid, gravel and fence
- Communications and SCADA equipment including RTU
- Communications hop to the STEC El Campo Substation repeater for use by both Parties

8. Facilities owned by the Corporation:
- The 138 kV Ricebird to Nada transmission line

- The 138 kV Ricebird to AEP El Campo transmission line
- Two (2) 138 kV dead-end structures, foundations, insulators and jumpers
- Two (2) sets of 138 kV surge arresters SA-1 and SA-2
- Two (2) 138 kV coupling capacitor voltage transformers CCVT-1 and CCVT-2
- One (1) wave trap and tuner WT-1
- 138 kV ring bus including support structures, foundations and jumpers
- Three (3) 138 kV circuit breakers 24170, 24180 and 24190 including foundations, jumpers and protective relay panels
- Ten (10) 138 kV disconnect switches 24169, 24171, 24172, 24179, 24181, 24189, 24191, 24192, 24199 and 24201
- 138 kV bus differential utilizing a STEC owned and supplied internal current transformer from circuit breaker 12814

9. Operational and Maintenance Responsibility:
   - Each Party will be responsible for the operation and maintenance of the facilities it owns.
   - STEC will direct and coordinate all switching for STEC's facilities, including its 69 kV breaker(s), disconnect switches and facilities associated with its autotransformer(s). These facilities will not be locked or switched by the Corporation unless done so in accordance with STEC System Operations dispatch instructions.
   - The Corporation will direct and coordinate all switching for the Corporation's facilities, including the 138 kV transmission lines and associated 138 kV disconnect switches. STEC and its member cooperatives will be allowed to switch the Corporation's equipment as long as they have received the Corporation's Switch Training. Otherwise these facilities will not be locked or switched by STEC or its member cooperatives.

10. Supplemental terms and conditions:

    - Each Party will name and number their respective equipment.
    - Each Party shall be responsible for submitting the ICCP data to ERCOT for the equipment they own at this substation.
    - STEC will provide the Corporation with 120/240 VAC, 125 Vdc and panel space in the STEC control house for the Corporation's equipment as necessary.
    - STEC and the Corporation are to share access to the substation by each having their own locks in the gate and in the control house doors.

FACILITY SCHEDULE NO. 11
ONE LINE DIAGRAM