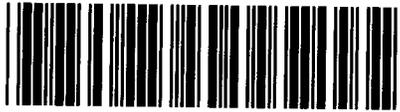


Control Number: 35077



Item Number: 279

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Project No. 35077

Fourth Amendment to

INTERCONNECTION AGREEMENT

Between

**Bluebonnet Electric Cooperative
and**

LCRA Transmission Services Corporation

Dated

January 31, 2012

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FILING CLERK

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**FOURTH AMENDMENT TO
INTERCONNECTION AGREEMENT**

This Fourth Amendment ("Amendment") is made and entered into this 31 day of January, 2012, 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, as amended by that certain Amendment No. 3, executed as of October 26, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, the BBEC is upgrading transformer T1 at Paige Substation

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 Fourth Amendment is hereby added to the Agreement in lieu thereof.
2. Facility Schedule No. 23 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 23 attached to this Fourth Amendment is hereby added to the Agreement in lieu thereof.
3. Facility Schedule No. 23 (including the diagrams attached thereto) attached to this Fourth Amendment will become effective upon execution of this Fourth 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 Fourth 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: Eric Kocian, P.E.

Name: Eric Kocian, P.E.

Title: Manager of Electric Operations and Engineering

Date: 1/31/12

LCRA TRANSMISSION SERVICES CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 1/26/12



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	10/26/2011
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	10/26/2011
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	Date of Amendment #4
24	Pisek (1)	138 kV	11/17/2008
25	Plum (4)	12.5 kV	10/26/2011
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. 23
Amendment No. 4

1. **Name:** Paige Substation
2. **Facility Location:** The Paige Substation is located at 2575 East State Highway 21, Paige, and Bastrop County, Texas 78659.
3. **Points of Interconnection:** There is one (1) Point of Interconnection in the Paige Substation generally described as:
 - where the jumper LCRA TSC 138 kV bus attaches to the four hole pad on BBEC switch 2464.
4. **Transformation Services Provided by LCRA TSC:** No
5. **Metering Services Provided by LCRA TSC:** Yes
6. **Delivery Voltage:** 138 kV
7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in the 12.5 kV 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:**

BBEC owns:

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

 - One (1) circuit switcher CS-2465 with bypass switch 2467
 - One (1) 138 kV disconnect switch 2464
 - One (1) power transformer T-1 and associated surge arresters
 - One (1) transformer distribution bus disconnect switch PG35
 - 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, 12.5 kV operating and transfer bus, bus potential transformers and associated cabling
 - One (1) modulation transformer MTU-1 and associated fuse F3
 - Control house and battery bank
 - Two (2) station service SS-1 with fuse F1 and SS-2 with fuse F4

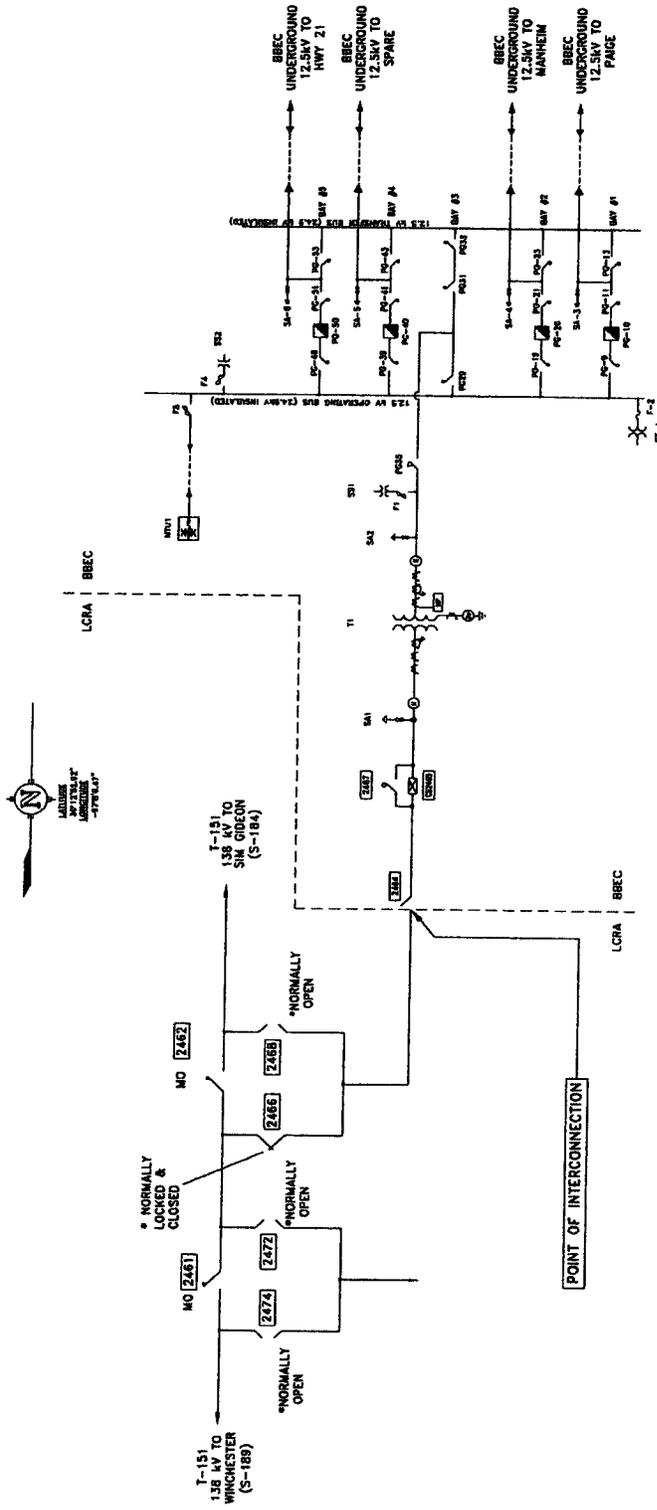
LCRA TSC owns:

- Two (2) 138 kV dead-end structures, foundations, insulators and jumpers
- Two (2) 138 kV motor operated switches with interrupters MO-2461 and MO-2462
- 138 kV Operating Bus including structures, insulators, hardware, foundations and jumpers
- Four (4) 138 kV switches 2466, 2468, 2472 and 2474

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.

PAIGE ONE-LINE DIAGRAM

Amendment No. 4



PAIGE SUBSTATION
 THIS IS NOT A COMPLETE ONE-LINE DIAGRAM
 FOR A COMPLETE ONE-LINE DIAGRAM OF THIS
 SUBSTATION, REFER TO DRAWING 5288-E-0001-01

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