



Control Number: 35077



Item Number: 286

Addendum StartPage: 0

Project No. 35077

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Third Amendment to

INTERCONNECTION AGREEMENT

Between

**Bandera Electric Cooperative, Inc.
and**

LCRA Transmission Services Corporation

Dated

February 27, 2012

286

**THIRD AMENDMENT TO
INTERCONNECTION AGREEMENT**

This Third Amendment ("Amendment") is made and entered into this 27th day of February, 2012, between the Bandera Electric Cooperative, Inc. ("BEC") and the LCRA Transmission Services Corporation ("LCRA TSC") collectively referred to hereinafter as the Parties.

WHEREAS, the LCRA TSC and the BEC entered into that certain Interconnect Agreement executed January 19, 2010, as amended by that certain Amendment No. 1 executed as of December 19, 2010, as amended by that certain Amendment No. 2 executed as of September 24, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, the LCRA TSC will add two 138 kV circuit breakers at Welfare 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 Third Amendment is hereby added to the Agreement in lieu thereof.
2. Exhibit "A" attached to this Third Amendment will become effective upon execution of this Third Amendment by the Parties.
3. Facility Schedule No. 10 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 10 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.
4. Facility Schedule No. 10 (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.

---The remainder of this page has intentionally been left blank---

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.

BANDERA ELECTRIC COOPERATIVE, INC.

By: _____

Name: Brian D. Bartos, P.E.

Title: Manager, Engineering

Date: _____

2/27/2012

LCRA TRANSMISSION SERVICES
CORPORATION

By: _____

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering
Manager

Date: _____

3/6/12



EXHIBIT A
Third Amendment

[illegible]

FACILITY SCHEDULE NO. 10

1. **Name:** Welfare Substation
2. **Facility Location:** The Welfare Substation is located at 4554 Forest Trail Dr., Boerne, Kendall County, Texas 78006.
3. **Points of Interconnection:** There are two (2) Points of Interconnection in the Welfare Substation generally described as:
 - where the jumper from the 138 kV operating bus bolts to the 4 hole pad on switch 9674.
 - where the jumper from the 138 kV operating bus bolts to the 4 hole pad on switch 9684.
4. **Transformation Services Provided by LCRA TSC:** Yes
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 transformers are located in the total bays for PWT-1, T-1 and PWT-2, T-2. The bus potential transformers are located on both 12.5 kV operating buses.
8. **One Line Diagram Attached:** Yes
9. **Description of Facilities Owned by Each Party:**
BEC owns:
 - The Welfare Substation including, but not limited to, the following items:
 - Two (2) circuit switchers CS-9675 and CS-9685 with associated bypass switches 9676, 9686 and disconnect switches 9674, 9684
 - Two (2) power transformers PWT-1, T-1 and PWT-2, T-2 and 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, 12.5 kV operating and transfer bus, bus potential transformers and associated cabling
 - Two (2) metering current transformers CT-1 and CT-3
 - Control house and battery bank
 - Two (2) station service SS-1 and SS-2
 - Six (6) single phase regulators REG-1 and REG-2 with associated surge arresters,

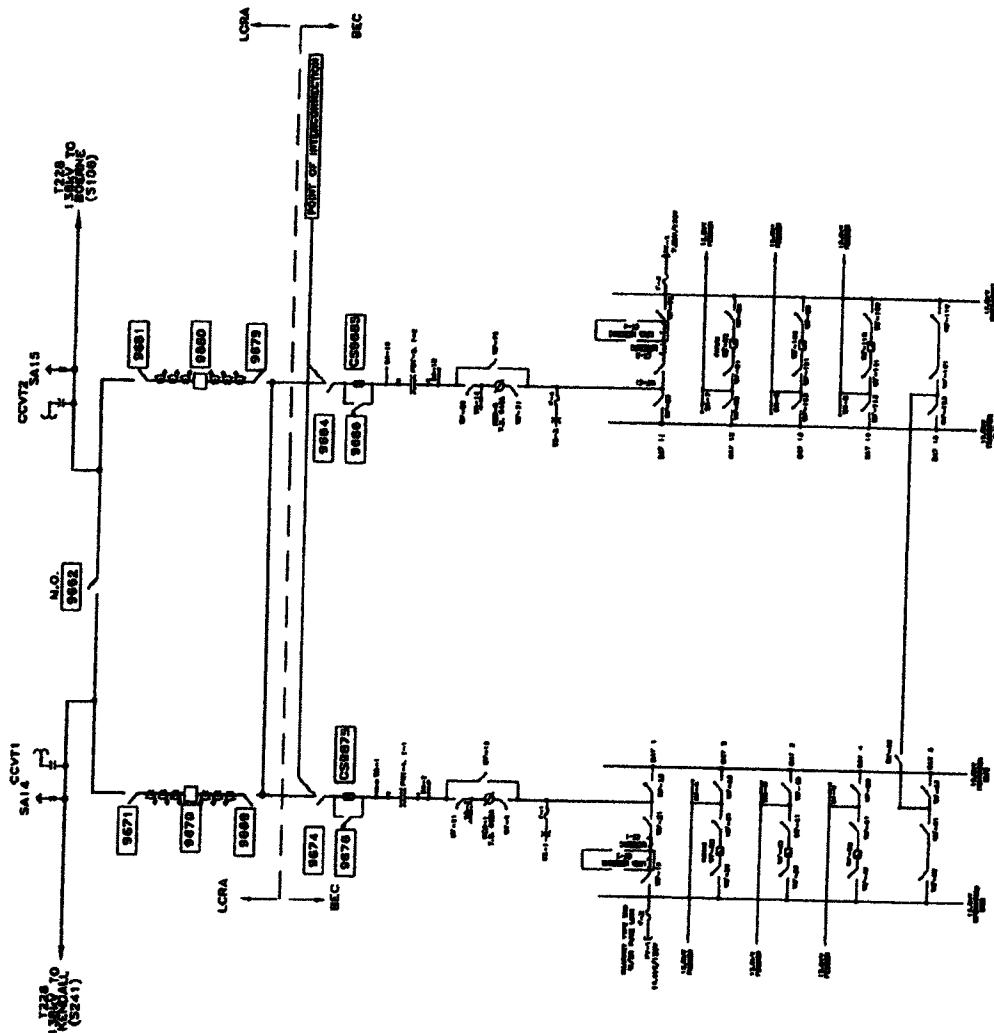
disconnect switches and bypass switches

LCRA TSC owns:

- 138 kV dead-end structures, foundations, insulators and jumpers
- 138 kV bus including structures, foundations and jumpers
- Two (2) 138 kV circuit breakers 9670 and 9680 including foundations, jumpers and protective relay panels
- Two (2) 138 kV surge arresters SA14 and SA15
- Two (2) coupling capacitor voltage transformers CCVT1 and CCVT2
- One (1) 138 kV motor operated switch with interrupter MO-9662
- Two (2) metering current transformers CT-2 and CT-4

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:** BEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

WELFARE ONE-LINE DIAGRAM



WELFARE SUBSTATION
THIS IS NOT A COMPLETE ONE-LINE DIAGRAM
FOR A COMPLETE ONE-LINE DIAGRAM OF THIS
SUBSTATION, REFER TO DRAWING 94-33-E-0003.