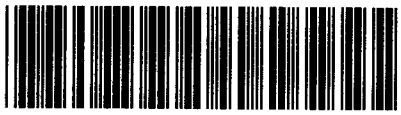

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PUC Project No. 35077

Amendment to Interchange Agreement

Between

South Texas Electric Cooperative
(NADA/NADA-Colorado Tie Amendment)
and

LCRA Transmission Services Corporation

January 18, 2013

351

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 18TH day of January, 2013 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 Schedule No. 1 (identified as Attachment 1 and Attachment 2 in the original agreement) (including the diagrams attached thereto) attached to the Interchange Agreement is hereby deleted in its entirety and Amended Facility Schedule No. 1 attached to this Amendment is added to the Agreement in lieu thereof.

2. Amended Facility Schedule No. 1 (including the diagrams attached thereto) attached to this Amendment will become effective upon execution of this Amendment by the Parties.

3. Facility Schedule No. 10 (including the diagrams attached thereto) attached to the Interchange Agreement is hereby deleted in its entirety and Amended Facility Schedule No. 10 attached to this Amendment is added to the Agreement in lieu thereof.

4. Amended Facility Schedule No. 10 (including the diagrams attached thereto) attached to this Amendment will become effective upon execution of this Amendment by the Parties.

5. 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: 1-18-13

LCRA TRANSMISSION SERVICES CORPORATION

By: _____

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 1/11/13

AMENDED FACILITY SCHEDULE NO. 1

1. Name: Nada-Colorado Tie (the Point of Interconnection)

2. Point of Interconnection location: The Point of Interconnection is located in Colorado County, Texas along the 138 kV transmission line T-265 between Nada Substation and Colorado Substation. The Point of Interconnection is at the Corporation's structure #77, where the Corporation's 138 kV jumper from its section of transmission line T-265 from Colorado Substation attaches to STEC's section of transmission line T-265 going to Nada Substation.

3. Delivery Voltage: 138 kV

4. Metering: N/A

5. Normal closed: Yes

6. One-Line Diagram Attached: No (Point of Interconnection drawing is attached)

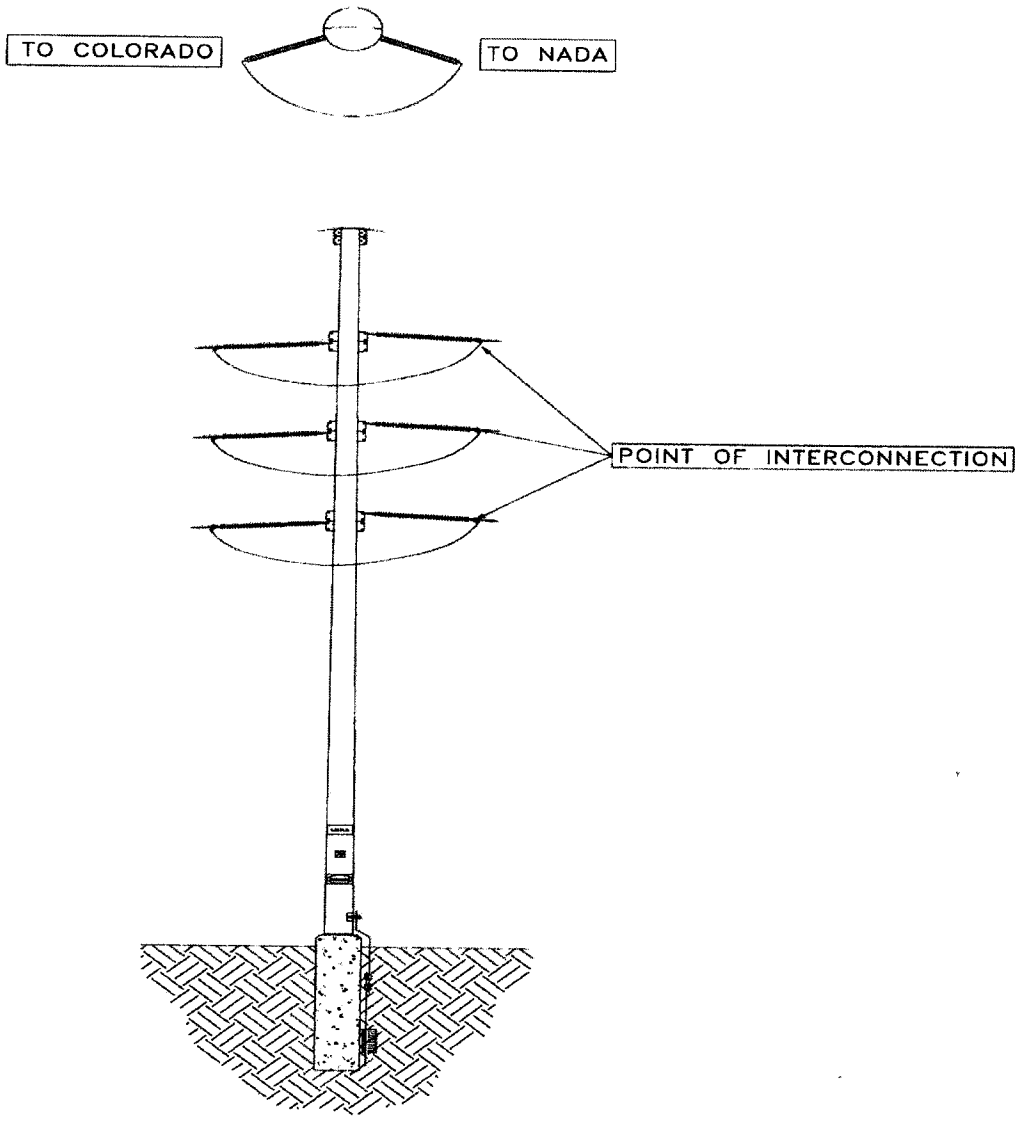
7. Facilities owned by STEC:
   - Transmission line T-265 from Nada Substation to the Point of Interconnection
   - Dead end hardware and insulators that terminate its transmission line to the Corporation's structure #77
   - Transmission line protection equipment at Nada Substation

8. Facilities owned by the Corporation:
   - Dead end structure #77
   - Dead end hardware and insulators that terminate its transmission line to structure #77
   - Jumper from the Corporation's transmission line to the Point of Interconnection at STEC's transmission line
   - Transmission line protection equipment at Colorado Substation

9. Operational and Maintenance Responsibility:
   - Each Party will be responsible for the operation and maintenance of the facilities it owns.

10. Supplemental terms and conditions: None

AMENDED FACILITY SCHEDULE NO. 1
POINT OF INTERCONNECTION DIAGRAM



STRUCTURE #77

AMENDED FACILITY SCHEDULE NO. 10

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

2. Point of Interconnection location: The Points of Interconnection are located at the Nada Substation in Colorado County, Texas. The Points of Interconnection are where the Corporation's 69 kV bus attaches to STEC's switch 277 and where the Corporation's 138 kV bus attaches to STEC' switch 11349.

3. Delivery Voltage: 69 kV and 138 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 transmission line
- The 138 kV Nada to Colorado transmission line (STEC's section from Nada to Point of Interconnection at the Corporation's Structure #77)
- 69 kV bus including support structures, foundations and jumpers
- 69 kV box structure, foundations, insulators and jumpers
- One (1) 69 kV gas circuit breaker 238 including foundation, jumpers and protective relay panels
- One (1) disconnect switch no. 277
- Three (3) 69 kV disconnect switches 237, 239 and 240
- One (1) power transformer, T-1with fuse protection and associated bus disconnect switch No. 391
- One (1) 138 kV dead-end structure, foundation, insulators and jumpers
- One (1) 138 kV breaker 11348 including foundations, jumpers and protective relay panels
- Three (3) 138 kV disconnect switches 11347, 11349 and 11350
- One (1) 138 kV bus potential transformer PT2
- One (1) 138 kV surge arrester SA7
- All distribution bays including structures, insulators, disconnect switches, surge arresters, buses, bus potential transformers and associated cabling (distribution not shown on one line drawing)
- 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
- Two (2) 138 kV circuit breakers 24210 and 24680 including foundation, jumpers and protective relay panel
- Four (4) 138 kV disconnect switches 24209, 21211, 24213 and 24679
- One (1) 138 kV surge arrester SA-4
- One (1) 138 kV coupling capacitor voltage transformer CCVT-1
- One (1) autotransformer AT-1 with associated surge arresters SA-2 (138 kV), SA-1 (69 kV), SA-3 (Tertiary)
- Two (2) sets of 69 kV surge arresters SA-5 and SA-6
- One (1) 69 kV power potential transformer PVT-1(backup station service)
- One (1) single phase 69 kV bus potential transformer PT-3
- One (1) 69 kV bus potential transformer PT-1
- Two (2) 69 kV circuit breakers 24220 and 24230 including foundations, jumpers and protective relay panels
- Four (4) 69 kV disconnect switches 24219, 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 transformer from circuit breaker 238 and external current transformers for transformer T1
- 138kV bus differential utilizing STEC owned and supplied internal current transformer from circuit breaker 11348

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 and 138 kV transmission line and associated 69 kV and 138 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.

AMENDED FACILITY SCHEDULE NO. 10
ONE LINE DIAGRAM