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Project No. 35077

Fifth Amendment to

INTERCONNECTION AGREEMENT

Between

Bluebonnet Electric Cooperative
and

LCRA Transmission Services Corporation

Dated
April 19, 2013

FIFTH AMENDMENT TO
INTERCONNECTION AGREEMENT

This Fifth Amendment ("Amendment") is made and entered into this 19 day of April, 2013, 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, as amended by that certain Amendment No. 4, executed as of January 31, 2012 (collectively, as amended, the "Agreement"); and

WHEREAS, the LCRA TSC is installing the Clear Fork Substation in LCRA TSC's 69 kV Lockhart to Reedville transmission line.

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 Fifth Amendment is hereby added to the Agreement in lieu thereof.

2. Facility Schedule No. 41 (including the diagrams attached thereto) is hereby added to the Interconnection Agreement.

3. Facility Schedule No. 41 (including the diagrams attached thereto) attached to this Fifth Amendment will become effective upon execution of this Fifth 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 Fifth 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: _____

Name: Eric Kocian, P.E.

Title: Manager of Electric Operations and Engineering

Date: 4/19/13

LCRA TRANSMISSION SERVICES CORPORATION

By: _____

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 4/15/2013

EXHIBIT A
Amendment No. 5

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	01/31/2012
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

EXHIBIT A-(page 2)
Amendment No. 5

40	Wyldwood (1)	138 kV	01/13/2011
41	Clear Fork (1)	69 kV & 12.5 kV	Date of 5th Amendment

FACILITY SCHEDULE NO. 41
Amendment No. 5

1. **Name:** Clear Fork

2. **Facility Location:** The Clear Fork Substation is located in Caldwell County, Texas.

3. **Points of Interconnection:** There are three (3) Points of Interconnection in the Clear Fork Substation generally described as:

   - where the jumper from LCRA TSC's 138 kV bus attaches to the four hole pad on BBEC switch 24834.
   - where the jumper from LCRA TSC's 12.5 kV Operating Bus disconnect switch CF-65 connects to BBEC's 12.5 kV T-2 Operating Bus.
   - where the jumper from LCRA TSC's 12.5 kV transfer bus disconnect switch CF-62 connects to BBEC's 12.5 kV T-2 transfer bus.

4. **Transformation Services Provided by LCRA TSC:** No

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 69 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in T-2 transformer. The bus potential transformer is located on the 12.5 kV T-2 operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

   BBEC owns:

   - One (1) 138 kV circuit switcher CS24835 with associated 138 kV bypass switch 24837, protective relaying panel utilizing tripping and close inhibit contacts from LCRA TSC's Bus Differential & Breaker Failure relaying panel and providing breaker failure initiate contacts for LCRA TSC's use in its breaker failure relaying scheme
   - One (1) 138 kV disconnect switch 24834
   - One (1) power transformer T-2 with associated surge arresters, 138/69 kV-2000:5 multi ratio bushing current transformers for use by LCRA TSC's bus differential relaying scheme and 12.5 kV-1200:5 multi ratio (metering accuracy) bushing current transformers for use by LCRA TSC's metering circuit
   - One (1) transformer T-2 distribution bus disconnect switch CF-112
   - All T-2 distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All T-2 distribution circuit breakers including jumpers, protective relay packages and foundations.

- All T-2 distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV T-2 operating and transfer bus, bus potential transformer PT-2 and associated cabling
- One (1) modulation transformer MTU-1 and associated fuse F4
- Station service SS-2 with fuse F-2 and fused disconnect switch

LCRA TSC owns: The Clear Fork Substation including, but not limited to, the following items:

- Substation property
- Two (2) 138 kV dead-end structures, foundations, insulators and jumpers
- Six (6) 138 kV switches 24819, 24821, 24824, 24828, 24829 and 24831
- 138 kV operating bus including structures, insulators, hardware, foundations and jumpers
- Two (2) 138 kV circuit breakers 24820 and 24830 including jumpers, foundations and protective relay packages
- Two (2) 69 kV coupling capacitor voltage transformers CCVT-1 and CCVT-2
- Two (2) 69 kV surge arresters SA-1 and SA-2
- One (1) 138 kV mobile transformer connection point
- One (1) 138/69 kV bus differential & breaker failure relaying scheme utilizing BBEC supplied 138/69 kV-2000:5 multi ratio bushing current transformers from transformer T-2 and breaker failure initiate contacts from BBEC's circuit switcher CS24835 relaying panel
- Jumpers from 138 kV bus to the Point of Interconnection at BBEC's switch 24834
- Four (4) 12.5 kV operating and transfer bus bus tie/bypass switches CF62, CF65, CF66 and CF67
- Jumpers from LCRA TSC 12.5 kV operating and transfer bus disconnect switches CF-65 and CF-62 to BBEC's 12.5 kV operating and transfer buses
- One (1) metering package utilizing BBEC supplied 12.5 kV-1200:5 multi ratio (metering accuracy) bushing current transformers from power transformer T-2 and BBEC supplied 12.5 kV bus potential transformer PT-2
- One (1) 12.5 kV metering current transformer CT-1
- Ground grid, fencing, gravel and other appurtenances
- Cabling and conduit from BBEC's fused disconnect switch to LCRA TSC's Automatic Transfer Switch in the control house.
- Control house and battery bank

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:**
    - All 138 kV equipment and buses will be initially operated at 69 kV.
    - BBEC and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

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- BBEC will supply and allow LCRA TSC use of its 12.5 kV bus potential transformer PT-2 for metering.
- BBEC will supply and allow LCRA TSC use of transformer T-2 metering and relaying bushing current transformers for its metering and bus differential relaying scheme.
- LCRA TSC will provide tripping and close inhibit contacts from its Bus Differential & Breaker Failure relaying panel to BBEC's circuit switcher CS24835 relaying panel.
- BBEC will provide breaker failure initiate contacts from its circuit switcher CS24835 relaying panel to LCRA TSC's Bus Differential & Breaker Failure relaying panel.
- LCRA TSC and BBEC shall design, provide, and coordinate their respective protection system equipment so that adjacent zones of protection overlap, in accordance with ERCOT Nodal Operating Guides.
- LCRA TSC will provide BBEC access to 125 VDC and 120 VAC power. Circuits must have over current protection devices (OCPD) sized according to NEC standards. Panel boards containing the OCPD may belong to either LCRA TSC (if space is available) or BBEC.
- LCRA TSC will provide BBEC with floor space (as available and as necessary) in its control house for the installation of BBEC required relay panel boards and equipment.
- BBEC will allow LCRA TSC use of Station Service SS-2 with associated fuse F-2 and fused disconnect switch.

CLEAR FORK ONE-LINE DIAGRAM

Amendment No. 5