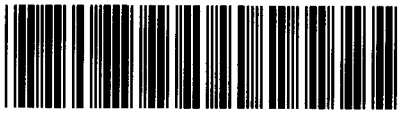
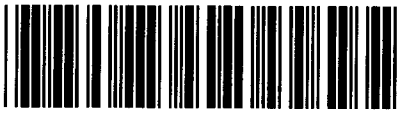


Control Number: 35077



Item Number: 380

Addendum StartPage: 0

Project No. 35077

Sixth Amendment to

INTERCONNECTION AGREEMENT

Between

Bluebonnet Electric Cooperative

and

LCRA Transmission Services Corporation

Dated
June 17, 2013

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SIXTH AMENDMENT TO
INTERCONNECTION AGREEMENT

This Sixth Amendment ("Amendment") is made and entered into this 17th day of June, 2013, between the Bluebonnet Electric Cooperative ("BBEC") and the LCRA Transmission Services Corporation ("LCRA TSC") collectively referred to hereinafter as the Parties.

WHEREAS, LCRA TSC and 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, and as amended by that certain Amendment No. 5, executed as of April 19, 2013 (collectively, as amended, the "Agreement"); and

WHEREAS, LCRA TSC is installing the Seawillow Substation in LCRA TSC's 138 kV Lockhart to Luling transmission line; and

WHEREAS, LCRA TSC is replacing fuse F-1 with a transrupter at Dale 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 Sixth Amendment is hereby added to the Agreement in lieu thereof.

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

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

4. Facility Schedule No. 42 (including the diagrams attached thereto) is hereby added to the Interconnection Agreement.

5. Facility Schedule No. 42 (including the diagrams attached thereto) attached to this Sixth Amendment will become effective upon execution of this Sixth 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.

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IN WITNESS WHEREOF, the Parties have caused this Sixth 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: 6/3/13

LCRA TRANSMISSION SERVICES CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 6/17/13

LCRA LEGAL

EXHIBIT A
Amendment No. 6

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	Date of Amendment #6
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. 6

40	Wyldwood (1)	138 kV	01/13/2011
41	Clear Fork (1)	69 kV & 12.5 kV	04/19/2013
42	Seawillow (12)	24.9 kV	Date of Amendment #6

FACILITY SCHEDULE NO. 10
Amendment No 6

1. **Name:** Dale Substation

2. **Facility Location:** The Dale Substation is located at 3051 FM 1854, Dale, Caldwell County, Texas 78616.

3. **Points of Interconnection:** There are eight (8) Points of Interconnection in the Dale Substation generally described as:

   - where the incoming distribution line connects to the tubular bus between switches DA-11 and DA-13 at breaker DA-10.
   - where the jumper from breaker DA-10 connects to the 4 hole pad on switch DA-9.
   - where the jumper from breaker DA-10 connects to the 4 hole pad on switch DA-11.
   - where the incoming distribution line connects to the tubular bus between switches DA-41 and DA-43 at breaker DA-40.
   - where the jumper from breaker DA-40 connects to the 4 hole pad on switch DA-39.
   - where the jumper from breaker DA-40 connects to the 4 hole pad on switch DA-41.
   - where the jumper from switch DA-29 connects to the 12.5 kV operating bus at breaker DA-30.
   - where the jumper from switch DA-33 connects to the 12.5 kV transfer bus at breaker DA-30.

4. **Transformation Services Provided by LCRA TSC:** Yes

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

6. **Delivery Voltage:** 12.5 kV

7. **Metered Voltage and Location:** The metering voltage is 12.5 kV. The metering current transformer is located in the 12.5 kV regulator bay. The bus potential transformer is located on the 12.5 kV operating bus for PWT-1, T-1.

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

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

   BBEC owns:

   - Three (3) distribution circuits including dead-end insulators that attach to the dead-end structure, conductor, and hardware
   - Three (3) distribution circuit breakers DA-10, DA-30 and DA-40 including jumpers, protective relay packages and foundations

- One (1) distribution bay including A-frame (1), trusses, insulators and associated foundations, mounting hardware and jumpers
- Three (3) 12.5 kV switches DA-29, DA-31 and DA-33
- One (1) 12.5 kV surge arrester SA-4
- One (1) modulation transformer MTU-1 and associated surge arrester and fuse

LCRA TSC owns:

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

- One (1) 69 kV switch 1004
- One (1) transrupter TR0001
- Four (4) single phase power transformers PWT-1, T-1 with associated surge arresters
- Three (3) distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV operating and transfer bus, current metering transformer, bus potential transformer and associated cabling
- Three (3) single phase regulators REG-1 and associated bypass switches
- One (1) metering package utilizing LCRA TSC supplied 12.5 kV-1200:5 multi ratio (metering accuracy) current transformer CT-1 from power transformer PWT-1, T-1 and LCRA TSC supplied 12.5 kV bus potential transformer PT-1
- Station service
- Substation property ground grid, gravel, fencing and other appurtenances
- Control house with battery

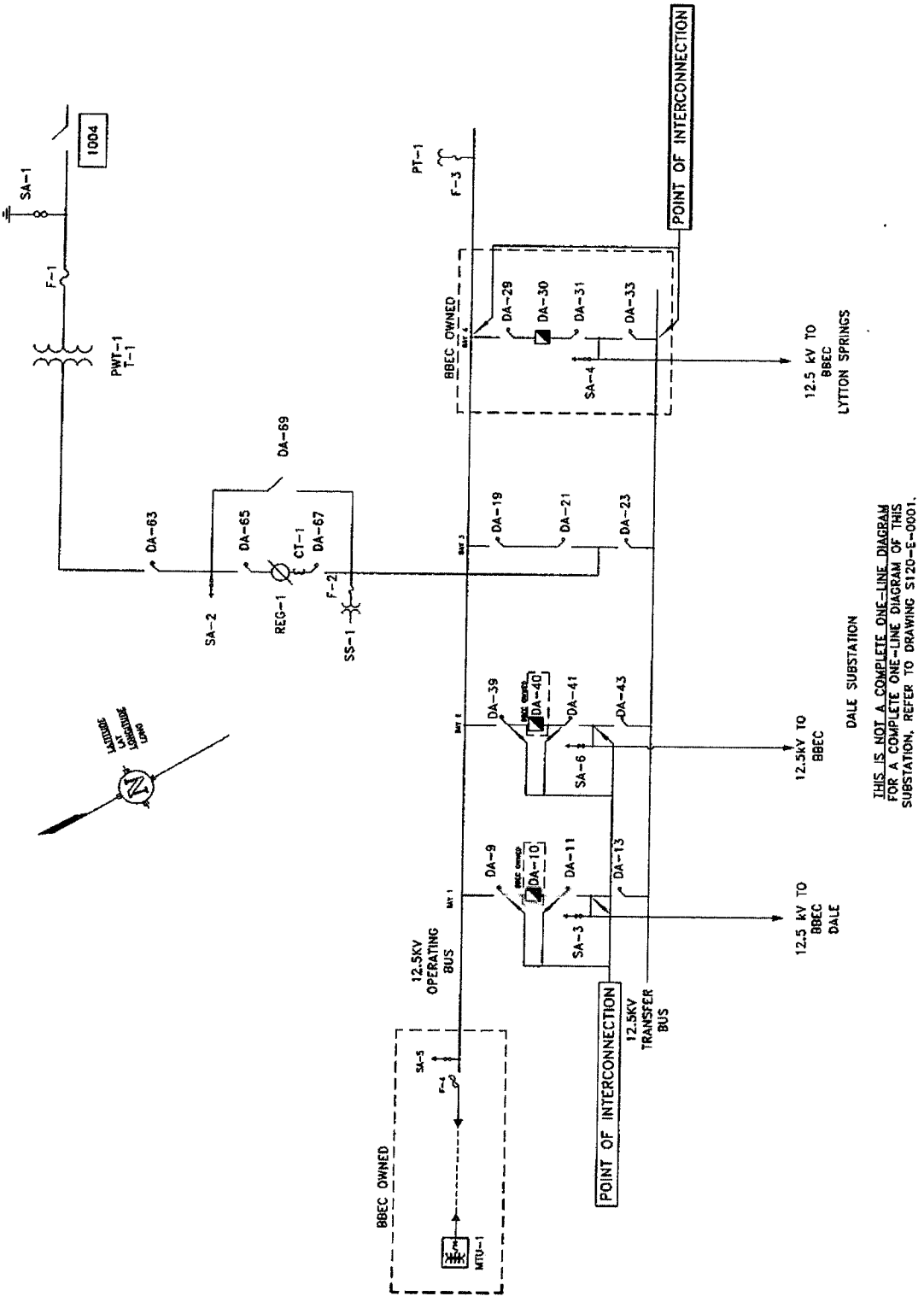
10. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

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.
    - 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.

DALE ONE-LINE DIAGRAM

Amendment No 6



FACILITY SCHEDULE NO. 42
Amendment No. 6

1. **Name:** Seawillow Substation

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

3. **Points of Interconnection:** There are twelve (12) Points of Interconnection in the Seawillow Substation generally described as:

   - where the incoming distribution line connects to the tubular bus between switches SE-21 and SE-23 at breaker SE-20.
   - where the jumper from breaker SE-20 connects to the 4 hole pad on switch SE-19.
   - where the jumper from breaker SE-20 connects to the 4 hole pad on switch SE-21.
   - where the incoming distribution line connects to the tubular bus between switches SE-31 and SE-33 at breaker SE-30.
   - where the jumper from breaker SE-30 connects to the 4 hole pad on switch SE-29.
   - where the jumper from breaker SE-30 connects to the 4 hole pad on switch SE-31.
   - where the incoming distribution line connects to the tubular bus between switches SE-61 and SE-63 at breaker SE-60.
   - where the jumper from breaker SE-60 connects to the 4 hole pad on switch SE-59.
   - where the jumper from breaker SE-60 connects to the 4 hole pad on switch SE-61.
   - where the incoming distribution line connects to the tubular bus between switches SE-71 and SE-73 at breaker SE-70.
   - where the jumper from breaker SE-70 connects to the 4 hole pad on switch SE-69.
   - where the jumper from breaker SE-70 connects to the 4 hole pad on switch SE-71.

4. **Transformation Services Provided by LCRA TSC:** Yes

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

6. **Delivery Voltage:** 24.9 kV

7. **Metered Voltage and Location:** The metering voltage is 24.9 kV. The metering current transformer is located in T-1 transformer. The bus potential transformer is located on the 24.9 kV, T-1 operating bus in bay-1.

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

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

   BBEC owns:

   - All T-1 distribution circuits including dead end insulators that attach to the dead end structure, conductors, surge arresters and hardware
   - All T-1 distribution circuit breakers including jumpers, protective relay packages and foundations

- One (1) modulation transformer MTU-1 with associated fuse F3 and surge arrester SA5

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

- Two (2) 138 kV dead-end structures, foundations, insulators and jumpers
- Eight (8) 138 kV switches 24919, 24921, 24929, 24931, 24934, 24939, 24941 and 24951
- 138 kV ring bus including structures, insulators, hardware, foundations and jumpers
- Three (3) 138 kV circuit breakers 24920, 24930 and 24940 including jumpers, foundations and protective relay packages
- One (1) 138 kV disconnect switch 24924
- One (1) 138 kV circuit switcher CS24925 with associated 138 kV bypass switch 24927
- Two (2) 138 kV coupling capacitor voltage transformers CCVT-1 and CCVT-2
- Two (2) 138 kV surge arresters SA-3 and SA-4
- One (1) 138 kV mobile transformer connection point
- One (1) 138 kV bus differential & breaker failure relaying scheme
- One (1) power transformer T-1 with associated surge arresters
- One (1) transformer T-1 distribution bus disconnect switch SE-35
- All T-1 distribution, total and mobile transformer connection bays including A-frames, trusses, insulators, disconnect switches, 24.9 kV/ T-1 operating and transfer bus, bus potential transformer PT-1 with fuse F-2 and associated cabling
- One (1) metering package utilizing LCRA TSC supplied 24.9 kV-1200:5 multi ratio (metering accuracy) bushing current transformer from power transformer T-1 and LCRA TSC supplied 24.9kV bus potential transformer PT-1
- Substation property ground grid, gravel, fencing and other appurtenances
- Station service SS-1 with fuse F-1
- Control house and battery bank

10. **Cost Responsibility:** BBEC shall provide written notification to LCRA TSC when BBEC begins serving distribution load from this substation. In the event that BBEC does not provide written notification to LCRA TSC that it is serving distribution load from this substation by November 1, 2014, then LCRA TSC shall notify BBEC that it intends to remove its transmission facilities unless BBEC provides written notification by February 1, 2015 stating that i) BBEC is actually serving distribution load from this substation; or, ii) BBEC intends to serve distribution load by October 1, 2015 through installed transformer(s) at this substation. LCRA TSC has the right to remove its facilities if it does not receive written notification as stated above or if BBEC does not actually serve load from this substation by October 1, 2015 and if LCRA TSC does remove its facilities for these reasons then BBEC shall reimburse LCRA TSC for the costs in installing and removing LCRA TSC's portion of this substation. Otherwise, if BBEC is serving distribution load from this substation and has notified LCRA TSC accordingly, then each Party will be fully responsible for the liabilities related to the facilities it owns and BBEC and LCRA TSC will each be individually responsible for all costs it incurs in connection with the establishment of this Point of Interconnection in accordance with this Facility

Schedule. The provisions of this Section shall survive termination of the Agreement and/or this Facility Schedule.

11. **Operational Responsibilities of Each Party:** Each Party is responsible for the operation of the equipment it owns.

12. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns.

13. **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.
    - 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.

SEAWILLOW ONE-LINE DIAGRAM

Amendment No. 6