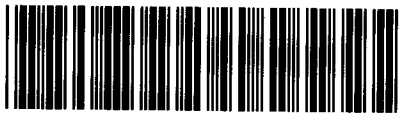

Control Number: 35077

Item Number: 421

Addendum StartPage: 0

Project No. 35077

Third Amendment to

INTERCONNECTION AGREEMENT

Between

Kerrville Public Utility Board

and

LCRA Transmission Services Corporation

Dated
December 13, 2013

THIRD AMENDMENT TO
INTERCONNECTION AGREEMENT

This Third Amendment ("Amendment") is made and entered into this 13th day of December, 2013, between Kerrville Public Utility Board ("KPUB") and the LCRA Transmission Services Corporation ("LCRA TSC") collectively referred to hereinafter as the Parties.

WHEREAS, the LCRA TSC and KPUB entered into that certain Interconnection Agreement executed March 10, 2009 as amended by that certain Amendment No. 1, executed as of December 8, 2009, as amended by that certain Amendment No. 2, executed as of May 24, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, KPUB is replacing transformer T-2 at Kerrville Stadium Substation with a 22.4MVA transformer.

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" attached to the Agreement is deleted in its entirety and the Exhibit "A" attached to this Third Amendment is hereby added to the Agreement in lieu thereof.

2. Facility Schedule No. 4 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 4 attached to this Third Amendment is hereby added to the Agreement in lieu thereof.

3. Facility Schedule No. 4 (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.

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.

KERRVILLE PUBLIC UTILITY BOARD

By: T. L. McL

Name: Tracy L. McCuan

Title: General Manager and CEO

Date: Dec 12, 2013

LCRA TRANSMISSION SERVICES CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 12/13/13

2

EXHIBIT A
Amendment No. 3

FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION (# of Points)	INTERCONNECTION VOLTAGE (KV)	EFFECTIVE DATE OF INTERCONNECTION
1	Harper Road (2)	138 kV	March 10, 2009
2	Hunt (2)	138 kV	March 10, 2009
3	Ingram (1)	138 kV	March 10, 2009
4	Kerrville Stadium (2)	138 kV	Date of 3rd Amendment
5	Kerrville Legion (1)	69 kV	March 10, 2009
6	Raymond F. Barker (1)	138 kV	December 8, 2009
7	Rim Rock (12)	12.5 kV	March 10, 2009
8	Kerrville Travis (1)	69 kV	May 24, 2011
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FACILITY SCHEDULE NO. 4

1. **Name:** Kerrville Stadium Substation

2. **Facility Location:** The Kerrville Stadium Substation is located at 400 Holdsworth Dr., Kerrville, Kerr County, Texas 78028.

3. **Points of Interconnection:** There are two (2) Points of Interconnection in the Kerrville Stadium Substation generally described as:

   - where the jumper from the 138 kV operating bus bolts to the four hole pad on switch 3689.
   - where the jumper from the 138 kV transfer bus bolts to the four hole pad on switch 3693.

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 for T-3 is located in the T-3 total bay. The metering current transformer for T-2 is located in the T-2 total bay. The bus potential transformers are located on 12.5 kV operating bus #1 and 12.5 kV operating bus #2.

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

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

   KPUB owns:

   - 138 kV lower yard bay #3 including foundations; structures; 138 kV switches 3689, 3691 and 3693; jumpers (except between 138 kV operating and transfer bus and switches 3689, 3693) and insulators
   - Two (2) circuit switchers CS-2855 and CS-2845 with associated disconnect and bypass switches 2854, 2844 and 2857, 2847, protective relaying panels 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
   - Two (2) power transformers T-2 and T-3 with associated surge arresters and 138 kV, 2000:5 multi ratio bushing current transformers
   - One (1) 138 kV current transformer CT-4
   - All distribution circuits including dead end insulators that attach to the dead end structure, conductors, and hardware
   - All distribution and total circuit breakers/reclosers including jumpers, protective

relay packages and foundations
- All distribution and total bays including A-frames, trusses, insulators, switches, 12.5 kV operating and transfer buses #1 and #2, bus potential transformers and associated cabling
- Two (2) station service SS-1 and SS-2 with fuses F-3 and F-4
- Two (2) load management systems LM1 and LM2 with fuses F-9 and F-10

LCRA TSC owns:

The Kerrville Stadium Substation including, but not limited to, the following items:
- 138 kV operating and transfer bus including structures, insulators, foundations and jumpers (except for KPUB ownership in lower yard bay #3)
- All 138 kV equipment and structures (not shown on one-line) except that identified as belonging to KPUB
- One (1) 138 kV bus potential transformer PT-4
- Two (2) jumpers from 138 kV operating bus #1 and transfer bus #1 to KPUB switches 3689 and 3693
- One (1) metering package utilizing KPUB supplied 12.5 kV bus potential transformers PT-1 and PT-2
- Two (2) 12.5 kV metering current transformers CT-2 and CT-3
- Control house
- Battery house with batteries
- 138 kV bus differential, breaker failure relaying scheme
- Station service SS-4 (not shown on one-line)
- Substation property, ground grid, gravel, fencing and other appurtenances
- Underfrequency relay panel

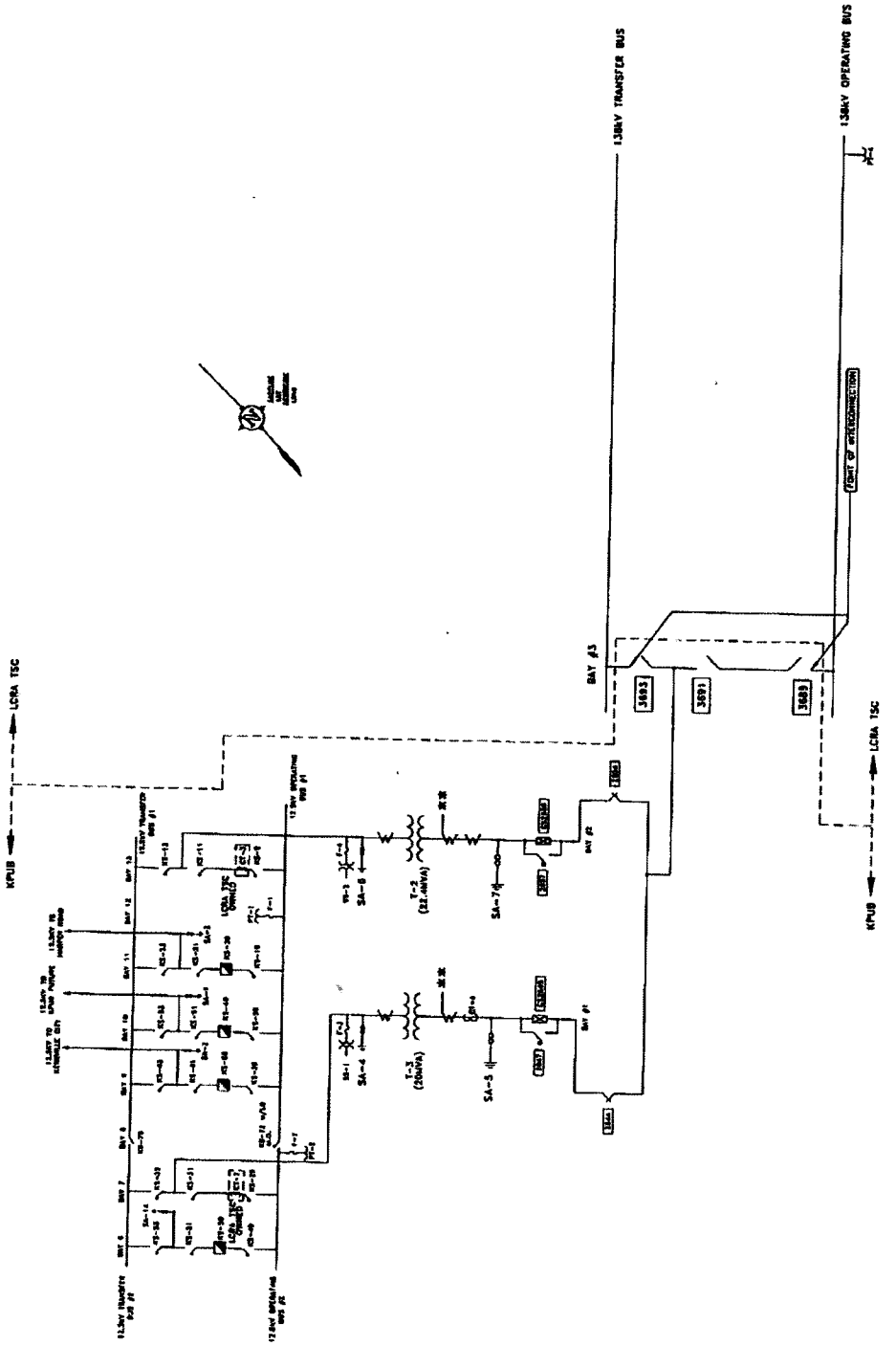
10. **Operational Responsibilities of Each Party:** Each Party will be responsible for the operation of the equipment it owns. The responsibility for the operation of leased equipment will be according to the "Facilities and Premises Lease and Operating Agreement".

11. **Maintenance Responsibilities of Each Party:** Each Party will be fully responsible for the maintenance of the equipment it owns. The responsibility for the maintenance of leased equipment will be according to the "Facilities and Premises Lease and Operating Agreement".

12. **Other Terms and Conditions:**
- KPUB and LCRA TSC are to share access to the substation and control house.
- KPUB will allow LCRA TSC use of its 12.5 kV bus potential transformers PT-1 and PT-2 for metering.
- LCRA TSC will provide tripping and close inhibit contacts from its bus differential & breaker failure relaying panel to KPUB's circuit switchers CS2855 and CS2845 relaying panels.
- KPUB will provide breaker failure initiate contacts from its circuit switchers CS2855 and CS2845 relaying panels to LCRA TSC's bus differential & breaker failure relaying panel.

- LCRA TSC and KPUB 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 KPUB 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 KPUB.
- LCRA TSC will provide KPUB with floor space (as available and as necessary) in its control house for the installation of KPUB required relay panel boards and equipment.
- LCRA TSC will provide KPUB access to its station service as needed.
- KPUB will provide LCRA TSC access to its station service as needed.

KERRVILLE STADIUM ONE-LINE DIAGRAM



KERRVILLE STADIUM SUBSTATION

THIS IS NOT A COMPLETE ONE-LINE DIAGRAM
FOR A COMPLETE ONE-LINE DIAGRAM OF THIS
SUBSTATION, REFER TO DRAWING S147-E-0001-01.

** 2000:5 MULTI RATIO BUSHING CURRENT TRANSFORMERS PROVIDED BY
KPUB FOR USE BY LCRA TSC'S BUS DIFFERENTIAL RELAYING SCHEME.