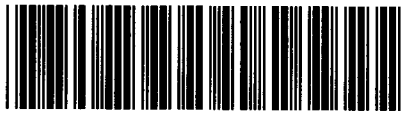

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Sharyland Utilities

Sharyland Utilities, L.P.
1897 Ross Avenue, Suite 460
Dallas, Texas 75201
214-978-8000
Fax: 214-978-8810

December 26, 2013

Naomi Hudgins, Filing Clerk
Public Utility Commission of Texas
1701 Congress Avenue
P.O. Box 13326
Austin, TX 78711-3326

Re: Project No. 35077 – Amendment No. 2 to Interconnection Agreement between Sharyland Utilities, L.P. and RES America Developments Inc.

Dear Ms. Hudgins:

Please find enclosed as Attachment A, Amendment No. 2 (Amendment) to the Generation Interconnection Agreement (Agreement) between Sharyland Utilities, L.P. (Sharyland) and Longhorn Wind Project, LLC, for filing with the Public Utility Commission of Texas in Project No. 35077. The underlying Agreement was filed in this project on December 6, 2012 and Amendment 1 to the agreement on November 12, 2013.

Sincerely,

SHARYLAND UTILITIES, L.P.

By: _____
Mark E. Caskey, P.E.
President

Enclosure

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ATTACHMENT A

Project No. 35077

Amendment No. 2

to the

ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT

Between

Sharyland Utilities, L.P.

and

Longhorn Wind Project, LLC

December 2, 2013

AMENDMENT NO. 2 TO THE
ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT
BETWEEN
SHARYLAND UTILITIES, L.P.
AND
LONGHORN WIND PROJECT, LLC

This Amendment No. 1 to the ERCOT Standard Generation Interconnection Agreement between Sharyland Utilities, L.P. and Longhorn Wind Project, LLC ("Amendment") is made and entered into on this 2nd day of December, 2013 by and between Sharyland Utilities, L.P ("Transmission Service Provider"), and Longhorn Wind Project, LLC ("Generator"), hereinafter sometimes referred to individually as "Party" and collectively as "Parties."

WITNESSETH

WHEREAS, Transmission Service Provider and Generator are parties to that certain ERCOT Standard Generation Interconnection Agreement, dated as of 5th December, 2012 (the "Interconnection Agreement");

WHEREAS, the Interconnection Agreement provides terms and conditions that allow for amendment of the Interconnection Agreement as mutually agreed by the Parties;

WHEREAS, the Generator has requested to change the specified Number and Size of Generating Units and Type of Generating Unit and

WHEREAS, the Parties intend to amend the Interconnection Agreement in accordance with the terms and conditions provided herein.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants set forth herein, the Parties agree as follows:

I. CAPITALIZED TERMS

Unless expressly referenced and modified herein, capitalized terms used but not otherwise defined herein shall have the meanings specified in the Interconnection Agreement.

II. AMENDMENT TO THE AGREEMENT

1. The terms of this Amendment shall become effective on the date first written above, subject to Governmental Authority approval, if required.

2. Exhibit "C" (Name of Exhibit) to the Interconnection Agreement is hereby replaced in its entirety with Exhibit "C" attached hereto.

III. RATIFICATION OF OTHER TERMS

All other terms and conditions of the Interconnection Agreement that are not specifically amended by this Amendment, including the remaining Exhibits, shall remain unchanged and are hereby ratified by the Parties and shall continue to be in full force and effect.

IV. MULTIPLE COUNTERPARTS

This Amendment may be executed in two or more counterparts, each of which is deemed an original, but all constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties have caused their authorized representatives to execute this Amendment.

Sharyland Utilities, L.P.

By: _____
Mark E. Caskey, P.E.
President

Date: 12/5/13

Longhorn Wind Project, LLC

By: _____
Shalini Ramanathan
Vice President

Date: 12/11/2013

Exhibit "C"
Interconnection Details

1) Name: Longhorn Wind Project, LLC, Longhorn Wind Energy Center

2) Point of Interconnection Location: The point of interconnection is located in Briscoe County, Texas, in Sharyland's Silverton Substation. More specifically, the POI shall be defined as the point at which the Generators phase conductors, associated insulators, and static wires contact the TSP's corresponding dead-end, to be determined interconnecting bay in the Silverton Substation.

3) Delivery Voltage: 345kV

4) Number and Size of Generating Units

One hundred and eighty (180) Vestas V100 VCSS 2.0MW wind turbines.

5) Type of Generating Unit

Units 1 - 180: Vestas V100 VCSS 2.0MW wind turbines.

6) Metering and Telemetry Equipment:

A) TSP shall, in accordance with ERCOT Requirements and Good Utility Practice, install, own, & operate, inspect, test, calibrate, and maintain 345kV metering accuracy potential and current transformers and associated metering and telemetry equipment (including remote terminal units "RTU") located in the TIF
B) Generators interconnection with TSP facilities shall not interfere with TSP's metering and telemetry operations
C) Metering to include 345kV rated meters, with dual secondary windings for relaying and revenue metering
D) Facilities shall meet the following TSP requirements in addition to ERCOT Requirements. If there is a conflict between the TSP requirements below and ERCOT Requirements, the ERCOT Requirements shall prevail
E) All other metering & telemetry requirements shall be finalized at a later date, upon completing design requirements and coordination efforts with Generator

7) Generator Interconnection Facilities:
GIF include the transmission line and other facilities, except for those facilities identified as being owned by the TSP in section 6 above and Section 8 below.

8) Transmission Service Provider Interconnection Facilities:

A) The TSP Interconnection Facilities shall, at a minimum, include the following facilities:
   1) Substation
      (i) 345kV 3000A, 40kA Circuit Breaker
      (ii) Motor Operated Air Break Switch
      (iii) 345kV Metering Units, with dual windings for relaying & revenue metering
      (iv) 345kV, 212kV MCOV Surge Arresters
      (v) Station Post Insulators
      (vi) Galvanized Steel Structures, Equipment Foundations, and Associated Bus-Work, Conductor, Connectors, Grounding, etc.
   2) Relaying
      (i) Circuit Breaker Control Panel
      (ii) Motor Operated Disconnect Switch Control Panel
      (iii) Circuit Breaker Failure Protection Panel
      (iv) Line Current Differential & Distance Protection Panel
   3) All other TSP Interconnecting Facility requirements shall be finalized at a later date, upon completing design requirements and coordination efforts with Generator

9) Communications Facilities:
   A) The communications facilities described below will be paid for, owned, and installed by Generator.
      1) one (1) dedicated voice dispatch circuit between TSP's Amarillo, TX dispatch office and Generator's control center, including associated interface equipment at Generator's control center
      2) one (1) RTU communications circuit between the Substation and TSP's master SCADA system at TSP's Amarillo, TX dispatch office
      3) one (1) telephone company interface box (demarcation equipment) at the Substation for demarcation of telephone company circuits
      4) high voltage isolation equipment for all telephone company circuits at the Substation
   B) The communications facilities described below will be paid for, owned, and installed by TSP
      1) one (1) dial-up circuit including associated interface equipment at the location of the EPS meter facilities
      2) All communication facilities shall meet the TSP's requirements in addition to ERCOT Requirements. If there is a conflict between the TSP requirements below and ERCOT Requirements, the ERCOT Requirements shall prevail
   C) All other TSP Communications Facility requirements shall be finalized at a later date, upon completing design requirements and coordination efforts with Generator

10) System Protection Equipment:
   A) Protection of each Party's system shall meet the TSP's requirements in addition to ERCOT Requirements. If there is a conflict between the TSP requirements and ERCOT Requirements, the ERCOT Requirements shall prevail
   B) All other TSP System Protection Equipment requirements shall be finalized at a later date, upon completing design requirements and coordination efforts with Generator

11) Inputs to Telemetry Equipment:
   A) A generation-specific RTU is required at the Plant or GIF for TSP's generation-specific SCADA. A specific RTU points list will be developed by TSP as a part of each generation project based upon the project's electrical configuration. For such purpose, Generator shall be responsible for providing TSP with metering and relaying one-line diagrams of the generation and Substation facilities. Generator shall provide TSP with a station communications drawing which is to include RTU point sources (IEDs and contacts supplying required data), interface devices, and connections to the RTU
   B) All other Inputs to Telemetry Equipment requirements shall be finalized at a later date, upon completing design requirements and coordination efforts with Generator

12) Supplemental Terms and Conditions, if any, attached:
   All other Supplemental Terms and Conditions shall be finalized at a later date, upon completing design requirements and coordination efforts with Generator

13) Special Operating Conditions, if any, attached:
   To be defined and coordinated with the Generator at a later date

14) The difference between the estimated cost of the TIF under 4.1.A ($N/A) and the estimated cost of the TIF under 4.1.B ($N/A) is: N/A, if applicable.