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Project No. 35077

Amendment No. 1

to the

ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT

Between

Sharyland Utilities, L.P.

and

Route 66 Wind Power, LLC – 14INR0032

July 24, 2014

467

AMENDMENT NO. 1 TO THE
ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT
BETWEEN
SHARYLAND UTILITIES, L.P.
AND
Route 66 Wind Power, LLC

This Amendment No. 1 to the ERCOT Standard Generation Interconnection Agreement between Sharyland Utilities, L.P. and Route 66 Wind Power, LLC ("Amendment") is made and entered into on this 28th day of July, 2014 by and between Sharyland Utilities, L.P ("Transmission Service Provider"), and Route 66 Wind Power, 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 November 1, 2013 (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 Point of Interconnection Location as outlined in Exhibit C of the Interconnection Agreement. Generator will still connect at an interconnecting bay at Alibates Substation, but shall connect to "5S-GEN" instead of the previously referenced "4N-GEN" position. Any references to a "Southwest" location shall be replaced with "Northeast". All efforts by Transmission Service Provider shall now be focused on the new bay position, and Generator hereby releases bay position 4N-GEN in the Southwest position.

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" (Interconnection Details) to the Interconnection Agreement is hereby replaced in its entirety with the revised 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: July 24, 2014

Route 66 Wind Power, LLC
By: First Wind Texas Holdings, LLC, its member

By: _____
~~Arthur J. Snell~~ AARON MACQUEEN
Assistant Secretary ASSISTANT SECRETARY

Date: 7/28/2014

Exhibit "C"
Interconnection Details

1) Name: Route 66 Wind Project

2) Point of Interconnection Location:
The Point of Interconnection is located in Carson County, Texas, in Sharyland's Alibates Substation. More specifically, the Point of Interconnection shall be defined as the point at which the Generator's phase conductors, associated insulators, and static wires contact the TSP's corresponding dead-end, interconnecting bay in the Alibates Substation; currently labeled "5S-GEN".

3) Delivery Voltage: 345kV

4) Number and Size of Generating Units:
Currently a

150.0MW Plant represented by (75) Vestas V110-2.0MW wind turbine generators.

Generator may change, prior to Commercial Operation, the type and MW size of each of the units for the Plant, or the aggregate nameplate generating capacity of the Plant, provided that (a) the aggregate nameplate generating capacity for the Plant may not exceed 200 MW, (b) the TSP approves such change, such approval not to be unreasonably withheld, delayed or conditioned, and (c) any required re-studies of ERCOT mandated interconnection studies are completed. The Parties agree to amend this Agreement as necessary to reflect the changes to the Plant made under this paragraph.

5) Type of Generating Unit
Subject to Generator's right to change the type of generating unit as described in paragraph 4 of this Exhibit "C," the Plant shall consist of

150.0MW Plant represented by (75) Vestas V110-2.0MW wind turbine generators.

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) Generator's 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) Generator will be separately metered by the TSP with an individual ERCOT polled settlement meters at the Point of Interconnection.
F) 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 following: i) the substation and all facilities within them, except for those facilities identified as being owned by TSP in Section 6 above and Section 8 below

ii) the transmission line, including structures, conductors, insulators, connecting hardware and optical ground wire ("OPGW") from the substation to the Point of Interconnection; and iii) communication equipment described in Section 9a below

8) Transmission Service Provider Interconnection Facilities:

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) Generator shall have a 24/7 manned dispatch control center, and shall provide TSP with the contact information for the monitoring center. This control center shall be the main point of contact between the TSP and the Generator during operations.
   B) Relay, SCADA, and telemetry communication required for reliable operations between the Generator and the TSP shall be via the OPGW installed on the transmission line between the Generator's substation and the TSP's Alibates substation. .

C) 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

D) 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 reasonable 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 or RTAC 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 or RTAC point sources (IEDs and contacts supplying required data), interface devices, and connections to the RTU or RTAC.
   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 ($_____) and the estimated cost of the TIF under 4.1.B ($_____) is: N/A