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Addendum Sta

PROJECT NO. 35077

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INTERCONNECTION AGREEMENTS §
PURSUANT TO SUBST. R. §25.195(e) §

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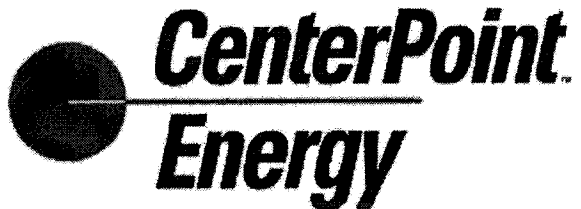
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CenterPoint Energy Service Company, LLC
P.O. Box 61867
Houston, TX 77208
Tel. No.: 713.207.7261
Fax: 713.574.2661 fax
Email: jason.ryan@centerpointenergy.com

December 15, 2014

TABLE OF CONTENTS

<u>Description</u>	<u>Page</u>
November 14, 2014 Amendment Two to the ERCOT Standard Interconnection Agreement, effective December 10, 2014 between CenterPoint Energy Houston Electric, LLC and Pondera Development, LLC.....	2-9

513



AMENDMENT TWO TO
ERCOT STANDARD GENERATION
INTERCONNECTION AGREEMENT

Between

Pondera Development LLC
and

CenterPoint Energy Houston Electric, LLC

for

CPV Pondera King Energy Center

(formerly known as Pondera King Power Project)
Harris County, Texas

November 14, 2014

AMENDMENT TWO TO ERCOT STANDARD GENERATION INTERCONNECTION AGREEMENT

This Amendment Two ("Amendment Two") to the Pondera King Power Project (later known as the CPV Pondera King Energy Center) Electric Reliability Council of Texas Standard Generation Interconnection Agreement, that was originally entered into between Pondera Capital Management GP, Inc. and CenterPoint Energy Houston Electric, LLC, executed October 8, 2010, as amended, ("the SGIA") is made between **PONDERA DEVELOPMENT LLC**, a Delaware limited liability company, as successor in interest to Pondera Capital Management GP, Inc. ("Generator"), and **CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC** ("CenterPoint Energy" or "TSP"), a Texas limited liability company, (collectively, "the Parties"), on this 10th day of DECEMBER, 2014. In consideration of the mutual promises and undertakings herein set forth, Generator and CenterPoint Energy agree as follows and to amend the SGIA as stated below:

1. The NTP Need Date specified in Exhibit "B", section 2) is changed to "June 1, 2015."
2. The definition of the TIF In-Service Date in Exhibit "B", section 2) is changed to read: "The later of: a) December 1, 2016; or b) 18 months after the NTP Date."
3. The definition of the Scheduled Trial Operation Date in Exhibit "B", section 2) is changed to read: "The later of: a) April 1, 2017; or b) 4 months after the TIF In-Service Date."
4. The definition of the Scheduled Commercial Operation Date in Exhibit "B", section 2) is changed to read: "The later of: a) October 1, 2017; or b) 10 months after the TIF In-Service Date."
5. In Exhibit "C", section 2)A) is changed to read in its entirety as follows:

2) Point of Interconnection Location

A) The multiple physical junctions between the TSP's one set of generator lead conductors and Generator's conductors on Generator's terminating structure located on Generator's CPV Pondera King Energy Center plant property ("Plant Property") near TSP's KING Substation property ("KING Substation") at 13155 Lockwood, Harris County, Texas 77044, as shown on the drawing entitled "CenterPoint Energy 345kV Development Plan for Pondera/King Generation Project Interconnection Agreement Offer," dated August 18, 2014 included in Exhibit "I" hereto.

6. In Exhibit "C" section 4) is changed to read in its entirety as follows:

4) Number and Size of Generating Units

- A) The Plant will be comprised of one (1) 2-on-1 combined cycle plant consisting of:
- Two gas turbines with a summer net rating of 503.6 megawatts (MW) and,
 - One steam turbine with a summer net rating of 378.1 MW.

The total summer net plant output for the plant is 881.7 MW ("Planned Capacity"), which is projected to be the Plant's Net Dependable Capability, as defined by ERCOT Requirements.

7. In Exhibit "C" section 5) is changed to read in its entirety as follows:

5) Generation Description

A)

Natural gas combustion turbines				
Description	Manufacturer	Rating (@95°F)	GSU Transformer Voltages	Fuel
Unit 1	TBD	251.8 MW	352 / 18 kV	Natural Gas
Unit 2	TBD	251.8 MW	352 / 18 kV	Natural Gas
Steam turbines				
Description	Manufacturer	Rating (@95°F)	GSU Transformer Voltages	Fuel
ST-1	TBD	378.1 MW	352 / 23.5 kV	Steam
Total nominal net MW: 881.7 MW				

- B) Each of the Plant's 345kV step-up transformers will have a 345kV disconnect switch or 345 kV circuit breaker for isolation from the TSP's generator leads that connect to the KING Substation.
- C) Electrical characteristics of the Plant's generating units shall be in accordance with the most recent version of data that Generator has provided to TSP.

8. The Notice and EFT Information in Exhibit "D" is changed as follows:

DATE: October 2014

Exhibit "D"

Notice and EFT Information of the ERCOT Standard Generation Interconnection Agreement

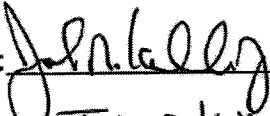
(a) All notices of an OPERATIONAL nature shall be in writing and/or may be sent between the Parties via electronic means including facsimile as follows:	
If to Pondera Development LLC Asset Manager, CPV Pondera King Energy Center c/o Nathan Rushing 8403 Colesville Road, ste 915 Silver Spring, MD 20910 24HourTelephone:301-538-5536 Operational/Confirmation fax:240-723-2339 E-mail: nrushing@cpv.com	If to CenterPoint Energy Houston Electric, LLC CenterPoint Energy Houston Electric, LLC Attn: Transmission Control - Real Time Operations P.O. Box 1700 Houston, Texas 77251 24 Hour Telephone 713-207-2393 Operational/Confirmation Fax 713-207-2349
(b) Notices of an ADMINISTRATIVE nature:	
If to Pondera Development LLC c/o Nathan Rushing 8403 Colesville Road, Ste 915 Silver Spring, MD 20910 Phone 240-723-2338 Fax: 240-723-2339 E-mail: nrushing@cpv.com	If to CenterPoint Energy Houston Electric, LLC CenterPoint Energy Houston Electric, LLC Manager, Transmission Accounts P.O. Box 1700 Houston, TX 77251 Phone 713-207-2785 Fax: 713-207-2281 E-mail: don.chandler@centerpointenergy.com
(c) Notice for STATEMENT AND BILLING purposes:	
If to Pondera Development LLC c/o Accounts Payable 8403 Colesville Road, ste 915 Silver Spring, MD 20910 Phone 240-723-2300 Fax: 240-723-2339 E-mail: accountspayable@cpv.com	If to CenterPoint Energy Houston Electric, LLC Accounts Payable P.O. Box 1374 Houston, TX 77251-1374 Phone 713-207-5279 Fax: 713-207-9787 E-mail: AP.invoices@centerpointenergy.com Mark Invoices with "WF012243"
(d) Information concerning ELECTRONIC FUNDS TRANSFERS:	
If to Pondera Development LLC Bank Name Capital One City, State: Silver Springs, MD ABA No. 255071981 For credit to: Pondera Development LLC Account No. 136 0761769	If to CenterPoint Energy Houston Electric, LLC Chase Bank of Texas Houston, Texas ABA No. 113000609 For credit to: CenterPoint Energy Houston Electric, LLC Account No. 0010-097-0798

9. The "Secured Cost" specified in Exhibit "E", 1)A) is changed to "\$20,000,000.00."

Except as modified by Amendment Two, the provisions of the SGIA will continue in full force and effect in accordance with its terms.


IN WITNESS WHEREOF, the Parties have executed Amendment Two effective as of the latest date of the signatures below.

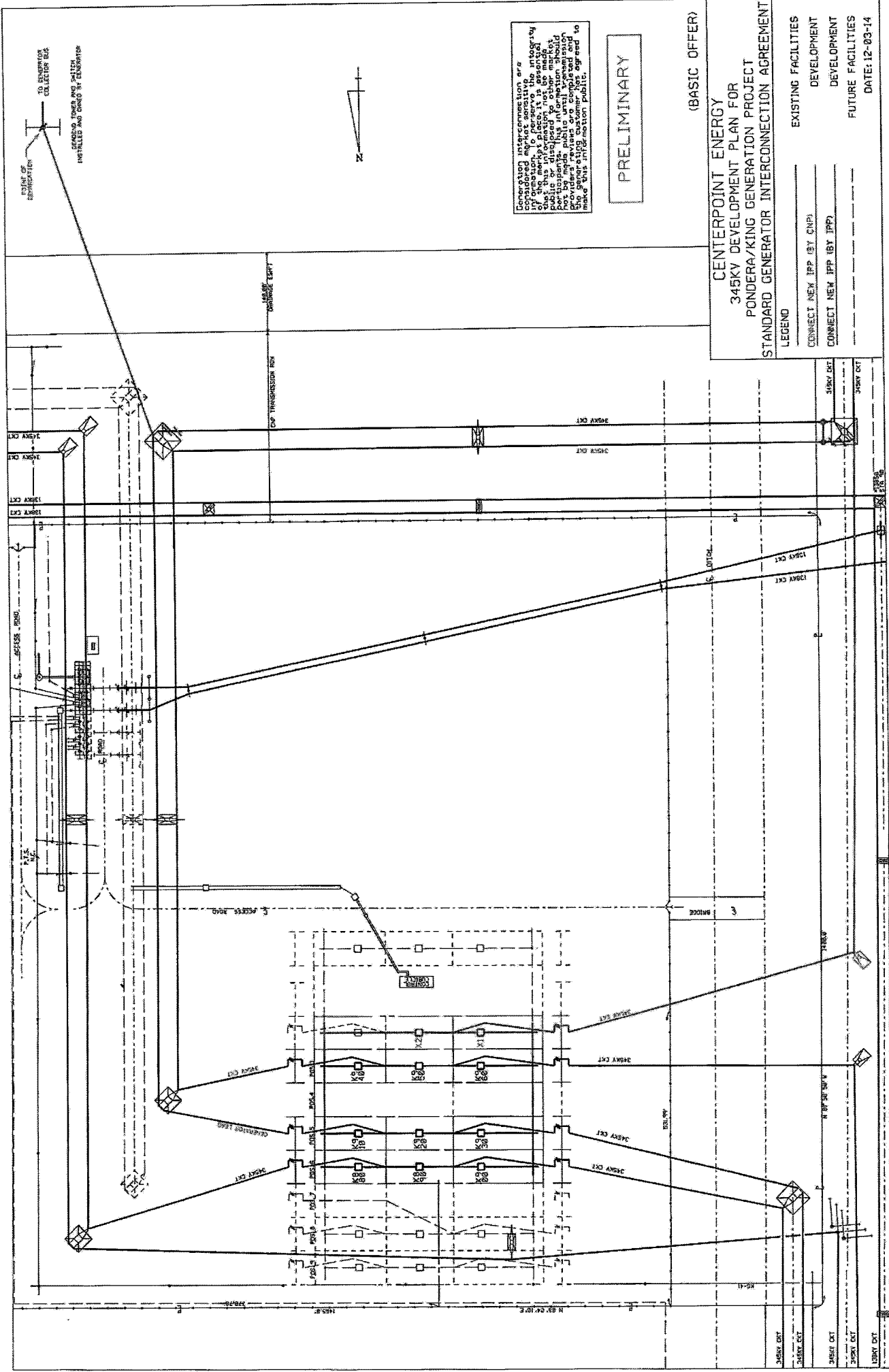
**CENTERPOINT ENERGY HOUSTON
ELECTRIC, LLC**

By: 
Name: John R. Kellum Jr.
Title: V.P. High Voltage Power Delivery
Date: 12/10/2014

PONDERA DEVELOPMENT LLC

By: CPV Pondera King, LLC, its sole member

By: 
Name: Sean J. Finnerty
Senior Vice President
Title: _____
Date: Dec 9, 2014



Generation interconnection area provided herein is for informational purposes only. It is not intended to be used as a basis for any public or private sale of securities or other financial instruments. The information provided herein is not to be used as a basis for any public or private sale of securities or other financial instruments. The information provided herein is not to be used as a basis for any public or private sale of securities or other financial instruments.

PRELIMINARY

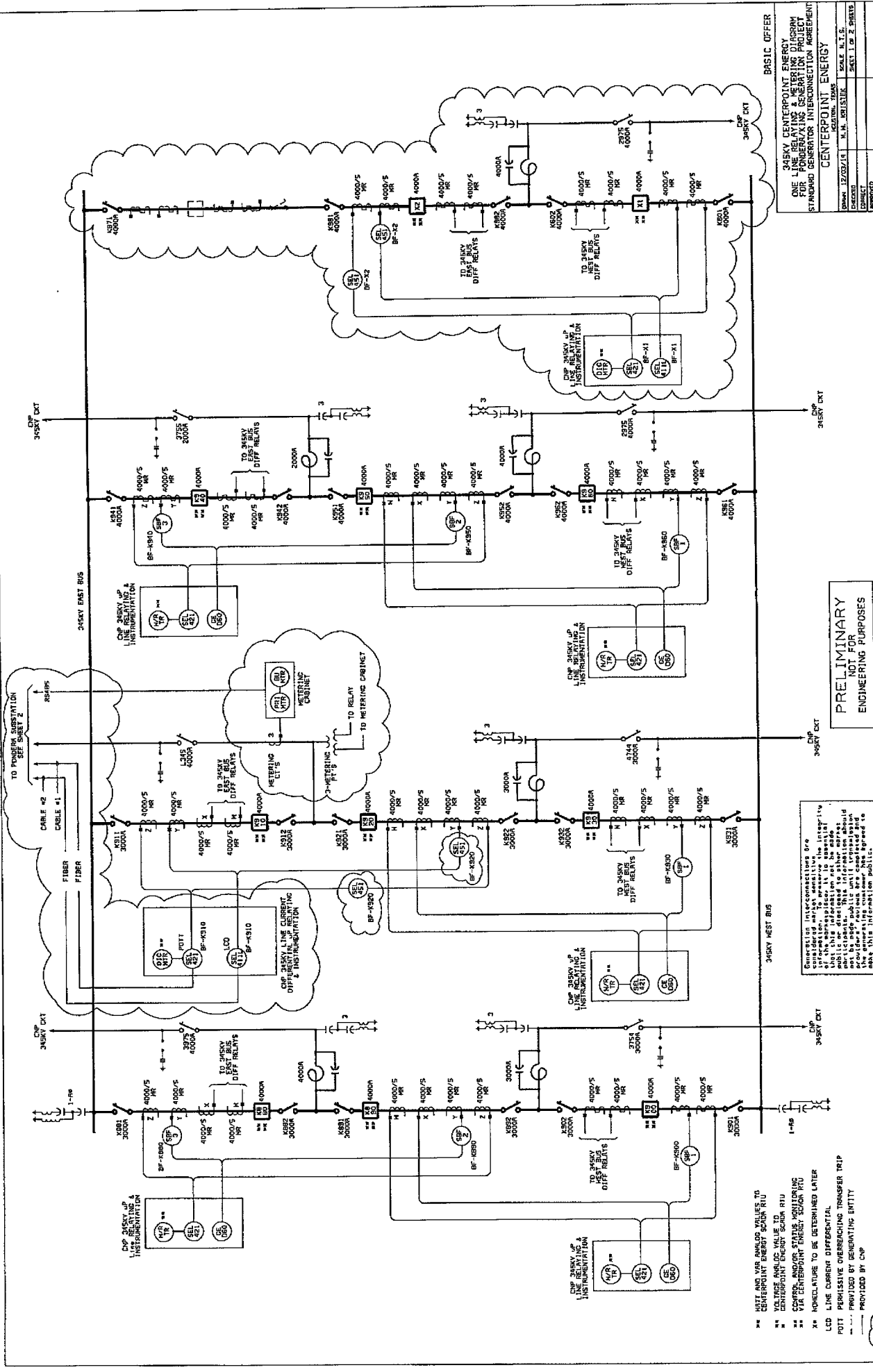
(BASIC OFFER)

CENTERPOINT ENERGY
 345KV DEVELOPMENT PLAN FOR
 PONDERA/KING GENERATION PROJECT
 STANDARD GENERATOR INTERCONNECTION AGREEMENT

LEGEND

-----	EXISTING FACILITIES
-----	DEVELOPMENT
-----	DEVELOPMENT
-----	FUTURE FACILITIES

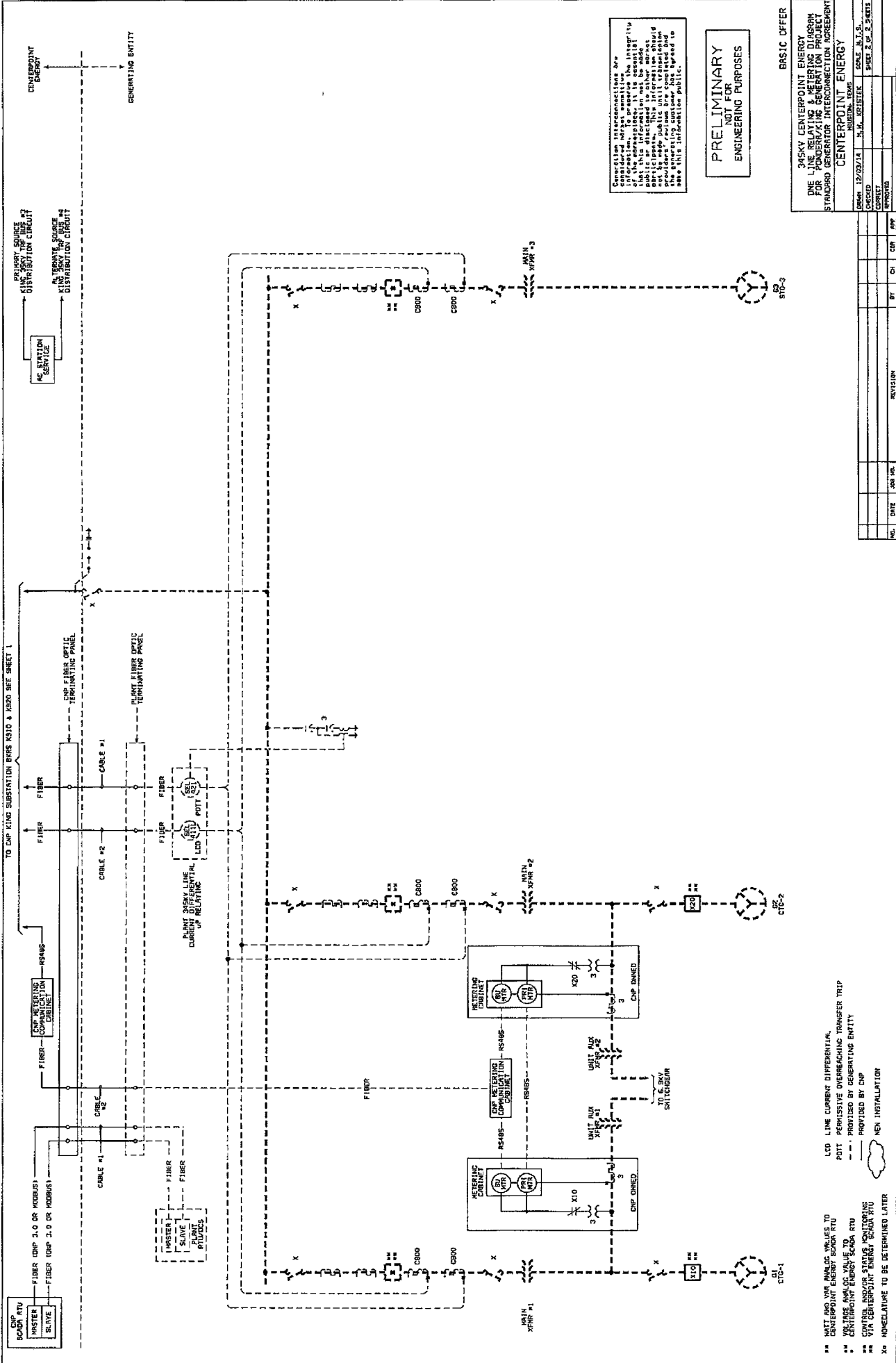
CONNECT NEW IPP (BY CNP)
 CONNECT NEW IPP (BY JPP)
 DATE: 12-03-14



Connection interconnections are
 provided to ensure the integrity
 of the system. This information
 should be used as a guide only.
 The engineering team has approved
 this information for publication.
 All rights reserved.

PRELIMINARY
 NOT FOR
 ENGINEERING PURPOSES

- ** INST AND VAR ANALOG VALUES TO CENTERPOINT ENERGY SCOPM RTU
- ** VOLTAGE ANALOG VALUE TO RTU
- ** CENTERPOINT ENERGY SCOPM RTU
- ** CPU CENTERPOINT ENERGY SCOPM RTU
- ** XA NOVELLATURE TO BE DETERMINED LATER
- LCD LINE CURRENT DIFFERENTIAL
- POTT PERMISSIVE OVERCURRENT TRIP
- PROVIDED BY GENERATING ENTITY
- NEA INSTALLATION



Condition information has been considered. It is assumed that the information is correct and that the information should be used for design purposes. This information should be used for design purposes and should not be used for construction purposes. The information should be used for design purposes and should not be used for construction purposes.

PRELIMINARY
FOR CONSTRUCTION
ENGINEERING PURPOSES

BASIC OFFER

345KV CENTERPOINT ENERGY
DNE LINE RELAYING & METERING DIAGRAM
STANDARD GENERATOR INTERCONNECTION AGREEMENT
CENTERPOINT ENERGY

DATE	12/02/14	BY	S.K. SCHULTE	SHEET NO.	2	TOTAL SHEETS	2
DESIGNED		CHECKED					
APPROVED							

NO.	DATE	BY	CD	APP

- ** WATT AND VOLT ANALOG VALUES TO CENTERPOINT ENERGY BUCK RTU
- ** VOLTAGE ANALOG VALUE TO CENTERPOINT ENERGY SCADA RTU
- ** CURRENT AND STATUS SIGNALS TO CENTERPOINT ENERGY SCADA RTU
- ** MONOCULTURE TO BE DETERMINED LATER
- LCD LINE CURRENT DIFFERENTIAL POIT PROVIDED BY GENERATING ENTITY
- PROVIDED BY DNP
- WHEN INSTALLATION