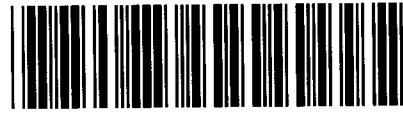


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PUBLIC UTILITY COMMISSION
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Amendment No. 2

INTERCONNECTION AGREEMENT

Between

LCRA Transmission Services Corporation

and

Rio Grande Electric Cooperative, Inc.

Dated

May 28, 2015

**SECOND AMENDMENT TO
INTERCONNECTION AGREEMENT**

This Second Amendment ("Amendment") is made and entered into this 28th day of MAY, 2015, between Rio Grande Electric Cooperative, Inc. ("RGEC") and LCRA Transmission Services Corporation ("LCRA TSC"), collectively referred to hereinafter as the Parties.

WHEREAS, LCRA TSC and RGEC entered into that certain Interconnection Agreement executed October 5, 2006, as amended by that certain Amendment No. 1, executed as of June 22, 2011 (collectively, as amended, the "Agreement"); and

WHEREAS, LCRA TSC will construct the Blewett Substation and RGEC will install distribution breakers and distribution circuits at Blewett Substation to serve new industrial load;

NOW, THEREFORE, in consideration of the mutual promises and undertakings herein set forth, the Parties agree to amend the Agreement as follows:

1. Facility Schedule No. 2 (including the diagrams attached thereto) is hereby added to this Second Amendment to the Agreement.
2. Facility Schedule No. 2 (including the diagrams attached thereto) attached to this Second Amendment will become effective upon execution of this Second 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 Second Amendment to be executed in several counterparts, each of which shall be deemed an original but all shall constitute one and the same instrument.

RIO GRANDE ELECTRIC
COOPERATIVE, INC.

By: Daniel G. Laws

Name: Daniel G. Laws

Title: General Manager / CEO

Date: 5-28-15

LCRA TRANSMISSION SERVICES
CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering
Manager

Date: 5/22/15



Exhibit A
Amendment No. 2

FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION (# of Points)	INTERCONNECTION VOLTAGE (KV)	EFFECTIVE DATE OF INTERCONNECTION
1	Rosita Creek (1)	138 kV	6/22/2011
2	Blewett (12)	24.9 kV	Date of 2 nd Amendment
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FACILITY SCHEDULE NO. 2

Amendment No. 2

1. **Name: Blewett Substation**
2. **Facility Location:** LCRA TSC's Blewett Substation is located off of Ranch Road 1022 in Uvalde County. Blewett Substation is connected to the 138kV transmission line from Odlaw Substation to Asphalt Mines Substation.
3. **Point of Interconnection:** There are twelve (12) Points of Interconnection in Blewett Substation generally described as:
 - where the incoming distribution line connects to the tubular bus between switches BL-31 and BL-33 at breaker BL-30.
 - where the jumper from breaker BL-30 connects to the 4 hole pad on switch BL-31.
 - where the jumper from breaker BL-30 connects to the 4 hole pad on switch BL-29.
 - where the incoming distribution line connects to the tubular bus between switches BL-41 and BL-43 at breaker BL-40.
 - where the jumper from breaker BL-40 connects to the 4 hole pad on switch BL-41.
 - where the jumper from breaker BL-40 connects to the 4 hole pad on switch BL-39.
 - where the incoming distribution line connects to the tubular bus between switches BL-51 and BL-53 at breaker BL-50.
 - where the jumper from breaker BL-50 connects to the 4 hole pad on switch BL-51.
 - where the jumper from breaker BL-50 connects to the 4 hole pad on switch BL-49.
 - where the incoming distribution line connects to the tubular bus between switches BL-61 and BL-63 at breaker BL-60.
 - where the jumper from breaker BL-60 connects to the 4 hole pad on switch BL-61.
 - where the jumper from breaker BL-60 connects to the 4 hole pad on switch BL-59.
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 metered voltage is 24.9 kV utilizing metering current transformers located inside power transformer T1 and metering potential transformers located on the 24.9 kV operating bus.
8. **One Line Diagram Attached:** Yes
9. **Description of Facilities Owned by Each Party:**

RGEC owns the following equipment (see attached one-line for details);

- All 24.9 kV distribution circuit breakers including jumpers, protective relay packages

and foundations.

- All 24.9 kV distribution circuits with associated 24.9 kV surge arresters
- Underfrequency relay panel (if required)

LCRA TSC owns the following equipment (see attached one-line for details);

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

- Two (2) 138 kV dead-end structures, foundations, insulators and jumpers
- 138 kV operating bus including structures, insulators, foundations and jumpers
- Two (2) 138 kV motor operated switches 25811 and 25831 with interrupters
- One (1) 138 kV disconnect switch 25814 (mobile or future 2nd power transformer)
- One (1) 138 kV circuit switcher CS25805 and associated disconnect and bypass switches 25804 and 25807
- One (1) power transformer T1 with associated surge arresters, foundation and protective relay package
- One (1) 24.9 kV transformer bus disconnect switch
- All distribution and total bays including A-frames, trusses, insulators, disconnect switches, bus tie switches, bus potential transformers, 24.9 kV operating and transfer bus and associated cabling
- Two (2) station service SS1 and SS2 with associated fuses F1 and F2
- One (1) control house (24' X 42'), battery bank and battery charger and other appurtenances
- Substation property, ground grid, gravel, fencing and other appurtenances

10. Operational Responsibilities of Each Party:

- Each Party is responsible for the operation of the equipment it owns.
- RGEC designates LCRA TSC as its representative and with the authority to act on its behalf in performing the duties of a "Local Control Center"* Transmission Operator for the Blewett substation. The Parties agree to adhere to the latest version of the LCRA TSC Transmission Operations Handbook, or a subsequent revision or edition as it may be delivered to RGEC from time to time by LCRA TSC in carrying out the transmission operations at Blewett substation. Either Party may provide 90 days written notice to the other Party to end this transmission operating arrangement; and in the event of this notice the Parties agree to then amend this Facility Schedule Section 10. to read "Each Party shall operate and control the facilities it owns." or other mutually agreeable language.
- *Local Control Center – an entity that enters into NERC joint registration pursuant to a written agreement (aka Coordinated Functional Registration) with ERCOT ISO for the NERC Transmission Operator function within the ERCOT region. The written agreement used for joint registration includes the TOP JRO/CFR Responsibility Matrix, which may change from time to time due to changes in NERC Reliability Standards, and which identifies the NERC Transmission Operator requirements applicable to this entity

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:**

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

13. **Cost Responsibility:**

- Rio Grande Electric Cooperative, Inc. (RGEC) shall provide written notification to LCRA TSC when RGEC begins serving load from the Blewett substation. In the event that RGEC does not provide written notification to LCRA TSC that it is serving load from Blewett substation by June 30, 2016, then LCRA TSC shall notify RGEC that it intends to remove its transmission and/or transformation facilities unless RGEC provides written notification by October 1, 2016 stating that:
 - i. RGEC is actually serving load from this substation; or,
 - ii. RGEC intends to serve load by June 30, 2017 through installed transmission and/or transformation facilities at this substation.
- LCRA TSC has the right to remove its transmission and/or transformation facilities if it does not receive written notification as stated above or if RGEC does not actually serve load from this substation by June 30, 2017 and if LCRA TSC does remove its transmission and/or transformation facilities for these reasons then RGEC shall reimburse LCRA TSC for the reasonable and documented costs in installing and removing LCRA TSC transmission and/or transformation facilities.
- Otherwise, if RGEC is serving 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 RGEC 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.

