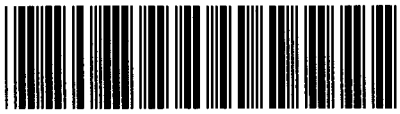

Control Number: 35077

Item Number: 658

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Sharyland Utilities, L.P.
600 Congress Avenue, Suite 2000
Austin, Texas 78701
(512) 721-2661
Fax: (512) 322-9233

August 1, 2016

Lisa Clark, 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 the Generation Interconnection Agreement between Sharyland Utilities, L.P. and Happy Whiteface Wind, LLC

Dear Ms. Clark:

Please find enclosed Amendment No. 2 to the Generation Interconnection Agreement (Agreement) between Sharyland Utilities, L.P. and Happy Whiteface Wind, LLC for filing with the Public Utility Commission of Texas pursuant to P.U.C. SUBST. R. 25.195(e). The underlying Agreement, dated July 6, 2015, was filed in this project on July 13, 2015, and Amendment No. 1 to the Agreement was filed in this project on August 28, 2015. Amendment No. 2 sets forth amended Exhibit C to the Agreement.

Sincerely,

Alicia Rigler
Counsel for Sharyland Utilities, L.P.

Enclosure

Project No. 35077

Amendment No. 2

INTERCONNECTION AGREEMENT

Between

Sharyland Utilities, L.P

&

HAPPY WHITEFACE WIND, LLC

April 28, 2016

AMENDMENT NO. 2 TO THE
INTERCONNECTION AGREEMENT
BETWEEN
SHARYLAND UTILITIES, L.P
AND
HAPPY WHITEFACE WIND, LLC

This Amendment No. 1 to the Interconnection Agreement between Sharyland Utilities, L.P and HAPPY WHITEFACE WIND, LLC (this "Amendment") is made on this 28th day of April, 2016 by and between Sharyland Utilities, L.P ("Transmission Service Provider"), and HAPPY WHITEFACE WIND, LLC ("Generator"). Transmission Service Provider and Generator are each sometimes hereinafter refereed to individually as "Party" or both referred to collectively as "Parties."

WITNESSETH

WHEREAS, Transmission Service Provider and Generator are parties to that certain Standard Generation Interconnection Agreement effective July 6, 2015 (the "Interconnection Agreement");

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

WHEREAS, the Generator has requested to change Type of Generating Unit on Exhibit "C" Interconnection Details by deleting Siemens 2.3 MW and only showing GE 2.3 MW unit because the GE unit is the turbine of choice for installation; and

WHEREAS, the Parties have agreed to amend Exhibit "C" concerning Type of Generating Unit to only include the GE 2.3 MW; and

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

I. CAPITALIZED TERMS

Capitalized terms used but not otherwise defined herein shall have the meanings specified in the Interconnection Agreement, as amended and supplemented by this Amendment.

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 amended to show correction of section 5) Type of Generating Unit with deletion of Siemens 2.3 MW.

III. RATIFICATION OF OTHER TERMS

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

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed in two (2) counterparts, each of which shall be deemed an original but both shall constitute one and the same instrument.

Sharyland Utilities, L.P

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

Date: May 13, 2016

HAPPY WHITEFACE WIND, LLC

By: _____
Jaime Lyle McAlpine, P.E.
Manager

Date: 5.27.16

Exhibit "C"
Interconnection Details

1) Name: Happy White Face

2) Point of Interconnection Location:
The Point of Interconnection is located in Deaf Smith County, Texas, in Sharyland's Windmill 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 Windmill Substation; currently labeled 1N-GEN (Future).

3) Delivery Voltage: 345kV

4) Number and Size of Generating Units: 68 – 2.3MW

5) Type of Generating Unit

General Electric 2.3 MW

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 individual CCVTs and Current transformers
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 Substations and all facilities within them, except for those facilities identified as being owned by TSP in Section 6 above and Section 8 below

8) Transmission Service Provider Interconnection Facilities:

The TSP Interconnection Facilities shall, at a minimum, include the following facilities:
1) Substation
(i) 345kV 3000A, 63kA 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 ($_____) and the estimated cost of the TIF under 4.1.B ($_____) is: _____, if applicable.