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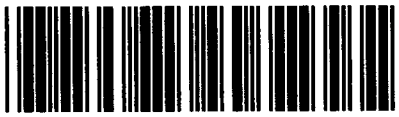

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First Amendment to the

INTERCONNECTION AGREEMENT

Between

City of Cuero

and

LCRA Transmission Services Company

January 29, 2009

FIRST AMENDMENT TO
INTERCONNECTION AGREEMENT

This First Amendment ("Amendment") to the Interconnection Agreement, dated July 22, 2008 between The City of Cuero ("City") and the LCRA Transmission Services Corporation ("Corporation") (the "Agreement") is made and entered into this 29th day of January, 2009, between the City and the Corporation, collectively referred to hereinafter as the Parties. In consideration of the mutual promises and undertakings herein set forth, the Parties agree to amend the Agreement as follows:

1. Exhibit "A" attached to the Agreement is deleted in its entirety and the Exhibit "A" attached to this First Amendment is hereby added to the Agreement in lieu thereof.

2. Facility Schedule No. 1 (including the diagrams attached thereto) is deleted in its entirety and Facility Schedule No. 1 attached to this First Amendment is hereby added to the Agreement in lieu thereof.

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

CITY OF CUERO

By: Randy Saenz

Name: Randy Saenz

Title: Mayor

Date: 1/29/09

LCRA TRANSMISSION SERVICES CORPORATION

By: Ray Pfefferkorn

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering Manager

Date: 1/29/09

EXHIBIT A

FACILITY SCHEDULE NO.	LOCATION OF POINT(S) OF INTERCONNECTION (# of Points)	INTERCONNECTION VOLTAGE (kV)	EFFECTIVE DATE OF INTERCONNECTION
1	Cuero Substation (18)	12.5 kV	

FACILITY SCHEDULE NO. 1

1. **Name:** Cuero Substation

2. **Facility Location:** The Cuero Substation is located at 1022 E. FM 1447., Cuero, DeWitt County, Texas 77954.

3. **Points of Interconnection:** There are eighteen (18) Points of Interconnection in the Cuero Substation generally described as.

   - where the incoming distribution line connects to the tubular bus between switches CU-121 and CU-123 at breaker CU-120.
   - where the jumper from breaker CU-120 connects to the 4 hole pad on switch CU-119.
   - where the jumper from breaker CU-120 connects to the 4 hole pad on switch CU-121.
   - where the incoming distribution line connects to the tubular bus between switches CU-151 and CU-153 at breaker CU-150.
   - where the jumper from breaker CU-150 connects to the 4 hole pad on switch CU-149.
   - where the jumper from breaker CU-150 connects to the 4 hole pad on switch CU-151.
   - where the incoming distribution line connects to the tubular bus between switches CU-211 and CU-213 at breaker CU-210.
   - where the jumper from breaker CU-210 connects to the 4 hole pad on switch CU-209.
   - where the jumper from breaker CU-210 connects to the 4 hole pad on switch CU-211.
   - where the incoming distribution line connects to the tubular bus between switches CU-221 and CU-223 at breaker CU-220.
   - where the jumper from breaker CU-220 connects to the 4 hole pad on switch CU-219.
   - where the jumper from breaker CU-220 connects to the 4 hole pad on switch CU-221.
   - where the incoming distribution line connects to the tubular bus between switches CU-241 and CU-243 at breaker CU-240.
   - where the jumper from breaker CU-240 connects to the 4 hole pad on switch CU-239.
   - where the jumper from breaker CU-240 connects to the 4 hole pad on switch CU-241.
   - where the incoming distribution line connects to the tubular bus between switches CU-251 and CU-253 at breaker CU-250.

- where the jumper from breaker CU-250 connects to the 4 hole pad on switch CU-249.
- where the jumper from breaker CU-250 connects to the 4 hole pad on switch CU-251.

4. **Transformation Services Provided by LCRA TSC:** Yes

5. **Metering Services Provided by LCRA TSC:** Yes

6. **Delivery Voltage:** 12.5 kV

7. **Metered Voltage and Location:** The metered voltage is12.5 kV. The metering current transformers are located in the total bays for PWT-1 (bay 1-3) and PWT-2 (bay 2-3). The metering potential transformers are located on the 12.5 kV operating bus.

8. **One Line Diagram Attached:** Yes

9. **Description of Facilities Owned by Each Party:**

City of Cuero owns:

- Five (5) distribution circuits including dead-end insulators that attach to the dead-end structure, conductor, and hardware
- Six (6) distribution circuit breakers CU-120, CU-150, CU-210, CU-220,CU-240, and CU-250 including associated foundations, jumpers, and protection packages

LCRA TSC owns:

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

- Two (2) power transformers PWT-1, T-1 and PWT-2, T-2 with associated surge arresters
- Two (2) circuit switchers CS-4285 and CS-4295 with disconnect switches 4284 and 4294
- Nine (9) distribution and total bays including A-frames, trusses, insulators, disconnect switches, surge arresters, 12.5 kV operating and transfer bus, bus potential transformers, and metering current transformers
- Two (2) total circuit breakers CU-130 and CU-230 including associated foundations, jumpers, and protection packages
- One (1) distribution breakers CU-140 including associated foundation, jumpers, and protection package
- Bus tie switches and switch stand
- Underfrequency relay panel
- Station Service equipment
- Control house with battery

10. **Operational Responsibilities of Each Party:**
    - The City will be responsible for the operation of the six (6) distribution circuit breakers serving the City feeders.
    - LCRA TSC will be responsible for the operation from the low voltage total breakers through the power transformer to the high voltage equipment.

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:** The City and LCRA TSC are to share access to the substation by LCRA TSC locks in the gate and in the control house doors.

CUERO ONE-LINE DIAGRAM